ZEPTO LIMITED

(formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

CIN: U46909MH2020PLC351339

ANNUAL REPORT

2025-26

Registered Office

Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road,
Andheri East, Mumbai – 400072, Maharashtra, India

Corporate Office

Second Floor, 773, Sarjapur Main Road, Kaikondarahalli,
Bellandur, Bangalore – 560103, Karnataka, India

Tel: +91 9606242106 | Email: cosec@zeptonow.com | Website: www.zepto.com

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NOTICE
OF THE
SIXTH ANNUAL GENERAL MEETING

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of Zepto Limited (formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited) will be held on Thursday, September 17, 2026 at 4:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means, the deemed venue of the Meeting being the registered office of the Company at Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India, to transact the following business: ("Company")

ORDINARY BUSINESS

ITEM NO. 1 - ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Statutory Auditors thereon.

ITEM NO. 2 - ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Statutory Auditors thereon.

ITEM NO. 3 - TO APPOINT A DIRECTOR IN PLACE OF MR. KAIVALYA VOHRA (DIN: 09298721), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint Mr. Kaivalya Vohra, (DIN: 09298721) as Director, designated as Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 4 — TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder, and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the authorised share capital of the Company from INR 2,07,00,00,00,000 (Indian Rupees Twenty Thousand Seven Hundred Crore only) divided into:

(i) 24,41,98,00,000 equity shares of INR 5/- each.

(ii) 1,00,000 optionally convertible preference shares of face value of Rs. 10/- each.

(iii) 1,00,00,00,000 compulsorily convertible preference shares of face value of Rs. 10/- each.

(iv) 65,70,00,000 Series A-1 compulsorily convertible preference shares of face value of Rs. 10/- each.

(v) 20,70,00,000 Series A-2 compulsorily convertible preference shares of face value of Rs. 10/- each.

(vi) 14,30,00,000 Series A-3 compulsorily convertible preference shares of face value of Rs. 10/- each.

(vii) 20,00,000 Series A-4 compulsorily convertible preference shares of face value of Rs. 10/- each.

(viii) 2,40,00,000 Series A-5 compulsorily convertible preference shares of face value of Rs. 10/- each.
(ix) 7,80,00,000 Series A-6 compulsorily convertible preference shares of face value of Rs. 10/- each.
(x) 2,00,00,000 Series A-7 compulsorily convertible preference shares of face value of Rs. 10/- each.
(xi) 58,70,00,000 Series B compulsorily convertible preference shares of face value of Rs. 10/- each.
(xii) 76,50,00,000 Series C compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiii) 96,20,00,000 Series D compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiv) 98,50,00,000 Series E compulsorily convertible preference shares of face value of Rs. 10/- each.
(xv) 1,37,90,00,000 Series F compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvi) 98,10,00,000 Series G compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvii) 70,00,00,000 Series H compulsorily convertible preference shares of face value of Rs. 10/- each.

to INR 2,10,80,00,00,000 (Indian Rupees Twenty One Thousand and Eighty Crore only) divided into:

(i) 24,41,98,00,000 equity shares of INR 5/- each.
(ii) 1,00,000 optionally convertible preference shares of face value of Rs. 10/- each.
(iii) 1,00,00,00,000 compulsorily convertible preference shares of face value of Rs. 10/- each.
(iv) 65,70,00,000 Series A-1 compulsorily convertible preference shares of face value of Rs. 10/- each.
(v) 20,70,00,000 Series A-2 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vi) 14,30,00,000 Series A-3 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vii) 20,00,000 Series A-4 compulsorily convertible preference shares of face value of Rs. 10/- each.
(viii) 2,40,00,000 Series A-5 compulsorily convertible preference shares of face value of Rs. 10/- each.
(ix) 7,80,00,000 Series A-6 compulsorily convertible preference shares of face value of Rs. 10/- each.
(x) 2,00,00,000 Series A-7 compulsorily convertible preference shares of face value of Rs. 10/- each.
(xi) 58,70,00,000 Series B compulsorily convertible preference shares of face value of Rs. 10/- each.
(xii) 76,50,00,000 Series C compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiii) 96,20,00,000 Series D compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiv) 98,50,00,000 Series E compulsorily convertible preference shares of face value of Rs. 10/- each.
(xv) 1,37,90,00,000 Series F compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvi) 98,10,00,000 Series G compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvii) 70,00,00,000 Series H compulsorily convertible preference shares of face value of Rs. 10/- each.
(xviii) 38,00,00,000 Pre-IPO compulsorily convertible preference shares of face value of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, and consequently, the existing Clause V of the Memorandum of Association of the Company relating to the authorised share capital be and is hereby altered and substituted by the following new Clause V:

"The Authorised Share Capital of the Company is INR 2,10,80,00,00,000 (Indian Rupees Twenty One Thousand and Eighty Crore only) divided into

(i) 24,41,98,00,000 equity shares of INR 5/- each.
(ii) 1,00,000 optionally convertible preference shares of face value of Rs. 10/- each.

(iii) 1,00,00,00,000 compulsorily convertible preference shares of face value of Rs. 10/- each.
(iv) 65,70,00,000 Series A-1 compulsorily convertible preference shares of face value of Rs. 10/- each.
(v) 20,70,00,000 Series A-2 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vi) 14,30,00,000 Series A-3 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vii) 20,00,000 Series A-4 compulsorily convertible preference shares of face value of Rs. 10/- each.
(viii) 2,40,00,000 Series A-5 compulsorily convertible preference shares of face value of Rs. 10/- each.
(ix) 7,80,00,000 Series A-6 compulsorily convertible preference shares of face value of Rs. 10/- each.
(x) 2,00,00,000 Series A-7 compulsorily convertible preference shares of face value of Rs. 10/- each.
(xi) 58,70,00,000 Series B compulsorily convertible preference shares of face value of Rs. 10/- each.
(xii) 76,50,00,000 Series C compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiii) 96,20,00,000 Series D compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiv) 98,50,00,000 Series E compulsorily convertible preference shares of face value of Rs. 10/- each.
(xv) 1,37,90,00,000 Series F compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvi) 98,10,00,000 Series G compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvii) 70,00,00,000 Series H compulsorily convertible preference shares of face value of Rs. 10/- each.
(xviii) 38,00,00,000 Pre-IPO compulsorily convertible preference shares of face value of Rs. 10/- each.

RESOLVED FURTHER THAT Mr. Aadit Palicha, Managing Director and Chief Executive Officer, Mr. Kaivalya Vohra, Wholetime Director, Mr. Ramesh Bafna, Wholetime Director and Chief Financial Officer and Mr. Samad Shariff, Company Secretary and Compliance Officer and Mr. Panduranga Acharya, General Counsel of the Company, be and are hereby, severally authorized to do all acts, deeds and things as may in their absolute discretion deem necessary, proper, expedient or desirable in connection with or incidental to giving effect to the above resolutions including but not limited to executing and signing all such documents and papers as may be required and filing of necessary forms and, or, returns with the Registrar of Companies and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true by any directors or the Company Secretary, may be furnished to any person(s) as may be required."

ITEM NO. 5 — TO APPROVE THE ISSUANCE OF PRE-IPO-COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("PRE-IPO CCPS") ON PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62(1)(c) and 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association and the Articles of Association of the Company as amended from time to time, and in accordance with all other applicable policies, rules, regulations, circulars, notifications, clarifications and guidelines issued from time to time by the Government of India, the Ministry of Corporate Affairs and the Reserve Bank of India, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, in one or more tranches, up to 26,67,65,099 Pre-IPO Compulsorily Convertible Preference Shares ("Pre-IPO CCPS") having a face value of INR 10 each (Rupees

Ten only) at an issue price of INR 30.6281 per share, including a premium of INR 20.6281 per share aggregating up to INR 817,05,08,129 (Rupees Eight Hundred and Seventeen Crore Five Lakh Eight Thousand One Hundred and Twenty Nine Only), by way of preferential issue on a private placement basis, for cash consideration in multiple tranches, to the Investors identified in Annexure B Part II to this Notice hereto, the Board being authorised to make any number of allotments across multiple tranches with any or all of the allottees up to the said total amount.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the said securities shall be subject to the terms as may be agreed between the subscribers to the pre-IPO compulsorily convertible preference shares and the Board of Directors of the Company (acting on behalf of the Company) in the share subscription agreement and the shareholders' agreement/ deed of ratification and accession (collectively "Definitive Documents"), the broad terms and conditions of which are set out in the explanatory statement under Section 102 of the Companies Act, 2013 annexed hereto, which shall be deemed to form a part hereof.

RESOLVED FURTHER THAT the terms of the Pre-IPO CCPS as set forth in the explanatory statement annexed to this Notice be and are hereby approved, and the Board of Directors be and is hereby authorised to approve any additional terms not inconsistent therewith, which shall be included in the Definitive Documents.

RESOLVED FURTHER THAT the draft private placement offer cum application letter in Form PAS-4 together with the annexures thereto, duly initialed by the Chairperson for the purpose of identification, be and is hereby approved by the Members of the Company.

RESOLVED FURTHER THAT the draft record of the private placement offer to be kept by the Company in Form PAS-5, placed before the Meeting, be and is hereby approved by the Members of the Company.

RESOLVED FURTHER THAT Mr. Aadit Palicha, Managing Director and Chief Executive Officer, Mr. Kaivalya Vohra, Wholetime Director, Mr. Ramesh Bafna, Wholetime Director and Chief Financial Officer and Mr. Samad Shariff, Company Secretary and Compliance Officer and Mr. Panduranga Acharya, General Counsel of the Company be and are hereby severally authorized on behalf of the Company to accept any change(s) or modification(s) as may be suggested by the appropriate authorities and to execute forms on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/person(s) of the Company, including but not limited to:

1. signing and sending the offer letter to the investors and signing and maintaining the record in Form PAS-5;
2. filing Form MGT-14, Form PAS-3 and such other e-forms and documents as may be required with the Ministry of Corporate Affairs;
3. settling all such questions, difficulties or doubts as may arise in relation to the offer, issue, allotment and utilisation of the proceeds; and
4. undertaking the filing of all requisite forms and documents with the Ministry of Corporate Affairs, the Reserve Bank of India and any other concerned authority."

RESOLVED FURTHER THAT the copies of the foregoing Resolution, certified to be true by any directors or the Company Secretary, may be furnished to any person(s) as may be required."

ITEM NO. 6 — TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 33 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company to, inter alia, (i) incorporate the terms of the Pre-IPO CCPS; and (ii) incorporate regulatory provisions to permit the creation of a lock-in over pledged shares of the Company to facilitate the initial public offering; and that the amended and restated Articles of Association of the Company, as approved by the Board of Directors, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, the Company Secretary and the General Counsel be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including the filing of Form MGT-14 and all other necessary forms and documents with the Registrar of Companies and other authorities and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true by any directors or the Company Secretary, may be furnished to any person(s) as may be required."

By Order of the Board of Directors
For Zepto Limited
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-

Samad Iqbal Shariff
Company Secretary and Compliance Officer
Membership No.: A32106

Date: August 23, 2026

Place: Bengaluru

Registered Office: Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India

CIN: U46909MH2020PLC351339

NOTES

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts concerning the special business at Item Nos. 4 to 6 of this Notice and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at Item No. 3, is annexed hereto and forms part of this Notice.
- The Ministry of Corporate Affairs ("MCA") allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company, i.e., Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India, shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]
- Since this Annual General Meeting is being held through video conferencing or other audio-visual means, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for this Annual General Meeting, and the Proxy Form, the Attendance Slip and the route map of the venue are not annexed to this Notice. However, in terms of Sections 112 and 113 of the Act, body corporate Members are entitled to appoint authorised representatives to attend the Meeting through video conferencing or other audio-visual means and to participate and cast their votes through e-voting.
- Corporate Members intending to authorise their representatives to attend and vote at the Meeting are requested to send a certified copy of the board resolution or authorisation, pursuant to Section 113 of the Act, together with the specimen signature of the authorised representative, to the Scrutinizer by email at **dmj@dmjpartners.in**.
- The Members can attend the Annual General Meeting through video conferencing or other audio-visual means thirty minutes before and after the scheduled time of commencement of the Meeting by following the procedure set out in this Notice.
- The attendance of the Members participating in the Annual General Meeting through video conferencing or other audio-visual means shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In compliance with Section 136 of the Act, this Notice together with the Annual Report of the Company for the financial year ended March 31, 2026, is being sent only by electronic mode to those Members whose email addresses are registered with the Company or with the Depository Participant(s). Members may note that the Notice and the Annual Report will also be made available on the website of the Company at https://investors.zepto.com. A Member who wishes to receive a physical copy of the Annual Report may write to the Company at cosec@zepto.com and a physical copy will be sent free of cost.
- This Annual General Meeting is being convened, and the Notice issued, in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- The Register of Directors, and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in this Notice and the explanatory statement, will be available for inspection by the Members electronically without payment of any fee from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking to inspect such documents may send a request to cosec@zepto.com.

- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Thursday, September 10, 2026 (the "cut-off date") will be entitled to vote at the Meeting.
- Members are requested to intimate changes, if any, in their name, postal address, email address, telephone or mobile number, Permanent Account Number, mandates, nominations, power of attorney and bank account details, to their Depository Participant in respect of shares held in electronic form.
- The Company has not declared any dividend for the financial year ended March 31, 2026. Accordingly, there is no unpaid or unclaimed dividend and no amount is liable to be transferred to the Investor Education and Protection Fund under Section 124 of the Act.

Instructions for remote e-voting and for e-voting at the Annual General Meeting

[Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

- The number of Members on the records of the Company as on the date of this Notice exceeds one thousand. Accordingly, and in compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is required to, and does, provide to its Members the facility to exercise their right to vote on all the resolutions set out in this Notice by electronic means, both by remote e-voting prior to the Annual General Meeting and by e-voting during the Meeting. The Company has engaged Kfin as the agency for providing the e-voting facility.
- The remote e-voting period will commence at 9:00 a.m. (IST) on Saturday, September 12, 2026 and will end at 5:00 p.m. (IST) on Wednesday, September 16, 2026. The remote e-voting module will be disabled by the e-voting agency thereafter and remote e-voting will not be allowed beyond that time.
- The voting rights of Members will be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 10, 2026. A person who is not a Member as on the cut-off date should treat this Notice as being for information only. Any person who acquires shares of the Company and becomes a Member after the dispatch of this Notice and holds shares as on the cut-off date may obtain the login credentials by sending a request to the e-voting agency or to the Registrar and Share Transfer Agent.
- A Member may participate in the Annual General Meeting even after exercising the right to vote through remote e-voting but will not be entitled to vote again at the Meeting. Members who have not cast their vote by remote e-voting and are otherwise not barred from doing so will be entitled to vote through the e-voting system during the Meeting.
- The Board of Directors has appointed Ms. Priyanka Jain, Partner of DMJ & Partners, Practicing Company Secretaries (Membership No. 11881 and Certificate of Practice No. 18217), as the Scrutinizer to scrutinize the remote e-voting process and the e-voting process at the Meeting in a fair and transparent manner. The Company has received her consent dated August 4, 2026 for such appointment.
- The Scrutinizer has communicated her willingness to be so appointed and to be available for the said purpose.
- The Scrutinizer will, after the conclusion of e-voting at the Meeting, unblock the votes cast through remote e-voting and the votes cast at the Meeting, and will, not later than two working days from the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favour of and against each resolution to the Chairperson of the Company or to a person authorised by him in writing, who will countersign the same.

- The results declared, together with the Scrutinizer's report, will be placed on the website of the Company at https://investors.zepto.com and will be displayed on the notice board of the Company at its registered office and corporate office, in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.
- Subject to the receipt of the requisite number of votes, the resolutions set out in this Notice will be deemed to have been passed on the date of the Annual General Meeting.
- The detailed instructions for remote e-voting, for e-voting during the Meeting and for attending the Meeting through video conferencing or other audio-visual means are set out below.
- Members are requested to register or update their KYC details, including their email address, with the relevant Depository Participant.
- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings (SS-2), the Company is providing the facility to the Members to exercise their votes through an electronic voting system ("e-voting") on the e-voting platform provided by KFin, to enable them to cast their votes electronically.
- The details of the process and manner for e-voting are explained hereinbelow:

Login method for e-voting for Individual shareholders holding securities in demat mode

The e-voting process has been enabled for all individual demat account holders by way of a single login credential, through their demat accounts, the website of the Depository or their Depository Participants ("DPs"), in order to increase the efficiency of the voting process. Individual demat account holders can cast their vote without having to register again with the e-voting service provider, thereby facilitating seamless authentication as well as ease and convenience of participating in the e-voting process.

Members are advised to update their mobile number and email address with their DPs in order to access the e-voting facility.

The 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	**A. Users registered for NSDL IDeAS facility:** Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under **"IDeAS"** section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider - **Kfin** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

	B. Users 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 and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: Visit the e-voting website of NSDL. Open web browser and type 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 **"Login"** icon, available under the **'Shareholder/Member'** section. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown onthe screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - **Kfin** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi Shareholders can login through their existing user ID and password. Optionwill be made available to reach e-voting page without any further authentication. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on **Kfin** to cast your vote.

<table>
<tr><td></td><td>B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at www.cdslindia.com Proceedwith completing the required fields. After successful registration, please follow the steps given above to cast your vote.</td></tr>
<tr><td></td><td>C. By visiting the e-voting website of CDSL:

The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.

After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., Kfin.</td></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</td><td>Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.

Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.

Click on option available against Company name or e-voting service provider- Kfin and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</td></tr>
<tr><td colspan="2">Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID andForget Password option available at respective websites.</td></tr>
</table>

<table>
<tr><td colspan="2">Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:</td></tr>
<tr><td>Members facing any technical issue - NSDL</td><td>Members facing any technical issue – CDSL</td></tr>
<tr><td>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000</td><td>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33</td></tr>
</table>

Login method for e-voting for Members other than individual Members holding securities in demat mode

i. Initial password is provided in the body of the e-mail.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the details, click on LOGIN.

v. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case(a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the relevant EVENT of the Company.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose theoption 'ABSTAIN', in which case, the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently.During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

xi. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at dmj@dmjpartners.in and may also upload the same in the e-voting module in their login.

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING ARE AS UNDER:

i. The procedure for e-voting during the Annual General Meeting is the same as the instructions set out above for remote e-voting.

ii. Only those Members who are present at the Annual General Meeting through video conferencing or other audio-visual means, and who have not cast their vote on the resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the Meeting.

iii. Members who have voted through remote e-voting will be eligible to attend the Annual General Meeting; however, they shall not be entitled to cast their vote again.

iv. The details of the person who may be contacted for any grievance connected with the facility for e-voting are: Mr. Samad Iqbal Shariff, Company Secretary and Compliance Officer, cosec@zepto.com, +91 9606242106.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

i. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the KFin e-voting system. Members may access by following the steps mentioned above for Access to KFin 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.

ii. Members are encouraged to join the Meeting through Laptops for better experience.

iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. 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.

v. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cosec@zepto.com. The same will be replied by the company suitably.

vi. Members, who would like to express their views or ask questions during the AGM will have to register themselves as speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration'; and mentioning their registered e-mail id, mobile number, and city, during the period starting from Saturday, September 12, 2026 (9:00 a.m IST) and Sunday, September 13, 2026 (5:00 p.m. IST). Only those Members who have registered as speakers will be permitted to speak at the Meeting. The Company reserves the right to restrict the number of speakers and the time allotted, depending on the availability of time at the Meeting.

By Order of the Board of Directors
For Zepto Limited
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-

Samad Iqbal Shariff
Company Secretary and Compliance Officer
Membership No.: **A32106**

Date: August 23, 2026

Place: Bengaluru

Registered Office: Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India

CIN: U46909MH2020PLC351339

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2)

ITEM NO. 4 — TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATIONTO

The present authorised share capital of the Company is INR 2,07,00,00,00,000 (Indian Rupees Twenty Thousand Seven Hundred Crore only), divided into the classes and series set out in the resolution at Item No. 4 of this Notice.

The Company proposes to raise further capital by way of a pre-initial public offering placement of securities on a preferential basis, on a private placement basis, in accordance with Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014. It is therefore proposed to increase the authorised share capital of the Company to accommodate the proposed issue and the consequent creation of a new series of preference shares and to alter the capital clause of the Memorandum of Association accordingly.

The Board of Directors, at its meeting held on August 23, 2026, approved an increase in the authorised share capital of the Company to INR 2,10,80,00,00,000 (Indian Rupees Twenty One Thousand and Eighty Crore only), by the creation of 38,00,00,000 (Thirty Eight Crore) Pre-IPO compulsorily convertible preference shares of face value of Rs. 10/- each, for the purposes of the proposed pre-initial public offering placement, and recommended the same for the approval of the Members. Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the approval of the Members by way of an Ordinary Resolution is required for the increase in the authorised share capital and for the consequential alteration of the Memorandum of Association.

A copy of the Memorandum of Association of the Company, together with the proposed alteration of the capital clause, will be available for inspection by the Members in accordance with the paragraph on inspection of documents set out under the notes section of this notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of this Notice for the approval of the Members.

ITEM NO. 5 — TO APPROVE THE ISSUANCE OF PRE-IPO-COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("PRE-IPO CCPS") ON PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS

The Company requires additional funds for the growth and expansion of its business and has resolved to raise capital by issuing Pre-IPO Compulsorily Convertible Preference Shares having a face value of INR 10 (Indian Rupees Ten only) ("Pre-IPO CCPS") through a preferential issue on a private placement basis, and has commenced the process for the same. The key terms of the Pre-IPO CCPS are set out in the tables below.

The Board of Directors, at its meeting held on August 23, 2026, approved the proposed issue and recommended the proposal for the approval of the Members.

Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 requires the prior approval of the Members by way of a Special Resolution for the issue of shares or other securities on a preferential basis, and Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 requires the prior approval of the Members by way of a Special Resolution for an offer of securities on a private placement basis. Accordingly, the approval of the Members is sought.

Disclosures pursuant to the proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Subject	Particulars
Particulars of the offer including the date of passing of the Board resolution	The purpose of the offer of the Pre-IPO CCPS is to raise funds for the growth, expansion, marketing and general corporate activities of the Company. Date of the Board resolution: August 23, 2026
Kind of securities offered and the price at which the security is being allotted	Kind of Securities: Pre-IPO Compulsorily Convertible Preference Shares (i.e. Pre-IPO CCPS). Price: INR 30.6281/- per share. Each Pre-IPO CCPS has a face value of INR 10 (Indian Rupees Ten only).
Basis or justification for the price, including the premium, at which the offer or invitation is being made	Price has been arrived basis the valuation report from the valuer, i.e. Gaurang Agarwal REG NO: IBBI/RV/06/2021/14187, dated 23rd August 2026. The issue price is higher than the fair market value as determined in the report.
Name and address of the valuer who performed the valuation	Name: Gaurang Agarwal REG NO: IBBI/RV/06/2021/14187 Address: B-10, Kamla Nagar, Agra, Uttar Pradesh - 282005
Amount which the Company intends to raise by way of such securities	The Company intends to raise up to INR 817,05,08,129 (Rupees Eight Hundred and Seventeen Crore Five Lakh Eight Thousand One Hundred and Twenty Nine Only). The Board shall have the flexibility to make any number of allotments across multiple tranches with any or all of the allottees up to the total amount.
Material terms of raising such securities, proposed time schedule, purposes or objects of the offer, contribution being made by the promoters or directors as part of the offer or separately in furtherance of the objects, and the principal terms of assets charged as securities	Key terms (subject to the terms agreed in the Definitive Documents) are as follows. The Board shall have the authority to approve any additional terms not inconsistent with those set out below, which will be included in the Definitive Documents.

	The Pre-IPO CCPS shall carry a dividend pari passu with the equity shares plus a preferential dividend of 0.01%. The Pre-IPO CCPS shall carry a 1x pari passu liquidation preference, that is, the holders shall receive the higher of the investment amount or their pro rata holding, on the same level as the holders of equity shares received upon conversion of the erstwhile preference shares of the Company. The Pre-IPO CCPS shall carry customary broad-based weighted average anti-dilution rights. The Pre-IPO CCPS shall carry voting rights at all general meetings on an as-converted basis. The Pre-IPO CCPS may be converted (i) at the option of the holders, and (ii) mandatorily (a) prior to an initial public offering,(b) immediately prior to the expiry of 20 years from the date of allotment, (c) pursuant to the consent of the holders of more than 75%% of the Pre-IPO CCPS, or (d) pursuant to such other conversion events as are agreed in the Definitive Documents. The conversion price shall be a function of the market value of the Company at the time of conversion or of the liquidity event, as agreed between the Company and the holders of the Pre-IPO CCPS prior to issuance. The Pre-IPO CCPS shall have customary adjustments for share splits, consolidation, rights issues, scrip dividends and the like, to be detailed in the Definitive Documents. The proposed time for which the private placement offer letter cum application form shall be valid is 120 (One hundred and twenty) days from the date on which the private placement offer letter cum application form is circulated. The purpose of the issuance of the Pre-IPO CCPS is set out at serial number 3 of the table containing the disclosures under Rule 9 of the

	Companies (Share Capital and Debentures) Rules, 2014. None of the promoters, founders or directors of the Company are subscribing to the Pre-IPO CCPS. No assets of the Company are charged under this offer.

Disclosures pursuant to Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, and the material facts required under Rule 9(2) and Rule 9(3) of those Rules in respect of preference shares:

Subject	**Particulars**
The objects of the issue	In view of the expansion and growth of the business, the Company requires additional capital and financial resources; hence, it is proposed to raise funds up to INR 817,05,08,129 (Rupees Eight Hundred and Seventeen Crore Five Lakh Eight Thousand One Hundred and Twenty Nine Only)
The total number of securities to be issued and the price or price band at which the allotment is proposed	Upto 26,67,65,099 (Twenty Six Crore Sixty Seven Lakh Sixty Five Thousand and Ninety Nine) Pre-IPO CCPS having a face value of INR 10 (Indian Rupees Ten only), issued at a price of INR 30.6281/- per share
Justification for the price basis on which the price has been arrived at, along with the report of the registered valuer	Price has been arrived basis the valuation report from the valuer, i.e. Gaurang Agarwal REG NO: IBBI/RV/06/2021/14187, dated 23rd August 2026. The issue price is higher than the fair market value as determined in the valuation report.
The relevant date on the basis of which the price has been arrived at, and, where convertible securities are offered, the determination of the price of the resultant shares pursuant to conversion	Relevant date: July 31, 2026
The class or classes of persons to whom the allotment is proposed to be made	Body Corporates
Intention of the promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, founders, directors or the key managerial personnel of the Company are subscribing to the offer.
The proposed time within which the allotment shall be completed	60 days from the date of receipt of funds by the Company.
The names of the proposed allottees and the percentage of post-preferential-offer capital that may be held by them	Set out at Annexure B Part II to this Notice
Change in control, if any, in the Company that would occur consequent to the preferential offer	No change in control consequent to the preferential offer.

Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as the price	Set out at Annexure C to this Notice.
Justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the registered valuer	Not applicable. The Pre-IPO CCPS are being offered for cash consideration.
Terms of issuance of the securities	Key terms (subject to the terms agreed in the Definitive Documents) are as follows. The Board shall have the authority to approve any additional terms not inconsistent with those set out below, which will be included in the Definitive Documents. The Pre-IPO CCPS shall carry a dividend pari passu with the equity shares plus a preferential dividend of 0.01%. The Pre-IPO CCPS shall carry a 1x pari passu liquidation preference, that is, the holders shall receive the higher of the investment amount or their pro rata holding, on the same level as the holders of equity shares received upon conversion of the erstwhile preference shares of the Company. The Pre-IPO CCPS shall carry customary broad-based weighted average anti-dilution rights. The Pre-IPO CCPS shall carry voting rights at all general meetings on an as-converted basis. The Pre-IPO CCPS may be converted (i) at the option of the holders, and (ii) mandatorily (a) prior to an initial public offering,(b) immediately prior to the expiry of 20 years from the date of allotment, (c) pursuant to the consent of the holders of more than 75% of the Pre-IPO CCPS, or (d) pursuant to such other conversion events as are agreed in the Definitive Documents. The conversion price shall be a function of the market value of the Company at the time of conversion or of the liquidity event, as agreed between the Company and the holders of the Pre-IPO CCPS prior to issuance. The Pre-IPO CCPS shall have customary

	adjustments for share splits, consolidation, rights issues, scrip dividends and the like, to be detailed in the Definitive Documents.

The disclosures required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 in respect of the Pre-IPO CCPS, namely the priority with respect to payment of dividend and repayment of capital, participation in surplus funds, surplus assets and profits on winding up, whether the payment of dividend is on a cumulative basis, the terms of conversion into equity shares, voting rights and whether the shares are redeemable, are set out in the key terms in the tables in this explanatory statement and, in detail, in the Definitive Documents, which are available for inspection as set out below.

The material facts and information concerned with and relevant to the issue of such shares, to enable the Members to understand the meaning, scope and implications of the item of business and to take a decision thereon, are set out below, as mandated under sub-rule (3) of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014:

Subject	**Particulars**
The size of the issue and number of preferences shares to be issued and nominal value of each share	The investors are proposed to be offered upto 26,67,65,099 (Twenty Six Crore Sixty Seven Lakh Sixty Five Thousand and Ninety Nine) Pre-IPO CCPS having a face value of INR 10 (Indian Rupees Ten only), being issued at a premium INR 20.6281/ share, and for an aggregate consideration of INR 817,05,08,129 (Rupees Eight Hundred and Seventeen Crore Five Lakh Eight Thousand One Hundred and Twenty Nine Only).
The nature of such shares, i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The Pre-IPO CCPS being issued are compulsorily convertible, participating as to dividend on a pari passu basis with the equity shares in addition to a preferential dividend of 0.01%, and carry a 1x pari passu liquidation preference.
Objective of the issue	In view of the expansion and growth of the business, the Company requires additional capital and financial resources; hence, it is proposed to raise funds up to INR 817,05,08,129 (Rupees Eight Hundred and Seventeen Crore Five Lakh Eight Thousand One Hundred and Twenty Nine Only).
Manner of issuance	Preferential issue under Section 62(1)(c) on a private placement basis under Section 42 of the Companies Act, 2013.
The price at which such shares are proposed to be issued	Face Value – INR 10/ share Issue Price – INR 30.6281/ share Premium – INR 20.6281/ share
The basis on which the price has been arrived at	Price has been arrived basis the valuation report from the valuer, i.e. Gaurang Agarwal

	REG NO: IBBI/RV/06/2021/14187, dated 23rd August 2026. The issue price is higher than the fair market value as determined in the valuation report.
Terms of issue, including terms and rate of dividend on each share	Key terms (subject to the terms agreed in the Definitive Documents) are as follows. The Board shall have the authority to approve any additional terms not inconsistent with those set out below, which will be included in the Definitive Documents. The Pre-IPO CCPS shall carry a dividend pari passu with the equity shares plus a preferential dividend of 0.01%. The Pre-IPO CCPS shall carry a 1x pari passu liquidation preference, that is, the holders shall receive the higher of the investment amount or their pro rata holding, on the same level as the holders of equity shares received upon conversion of the erstwhile preference shares of the Company. The Pre-IPO CCPS shall carry customary broad-based weighted average anti-dilution rights. The Pre-IPO CCPS shall carry voting rights at all general meetings on an as-converted basis. The Pre-IPO CCPS may be converted (i) at the option of the holders, and (ii) mandatorily (a) prior to an initial public offering,(b) immediately prior to the expiry of 20 years from the date of allotment, (c) pursuant to the consent of the holders of more than 75% of the Pre-IPO CCPS, or (d) pursuant to such other conversion events as are agreed in the Definitive Documents. The conversion price shall be a function of the market value of the Company at the time of conversion or of the liquidity event, as agreed between the Company and the holders of the Pre-IPO CCPS prior to issuance. The Pre-IPO CCPS shall have customary adjustments for share splits, consolidation, rights issues, scrip dividends and the like, to be detailed in the Definitive Documents.

Terms of redemption, including the tenure of redemption, redemption of shares at premium and, if the preference shares are convertible, the terms of conversion	Not applicable. The Pre-IPO CCPS are compulsorily convertible preference shares. The terms of conversion are explained above.
Manner and modes of redemption	Not applicable. The Pre-IPO CCPS are compulsorily convertible preference shares.
Current shareholding pattern of the Company	Set out at Annexure B Part I to this Notice.
Expected dilution in the equity share capital upon conversion of the preference shares	2.05%

The pre-issue and post-issue shareholding pattern of the Company is set out at Annexure B Part I and Part II to this Notice. The proposed issue is in compliance with the conditions of Section 42 of the Companies Act, 2013, including the limit of two hundred persons in the aggregate in a financial year for each kind of security, excluding qualified institutional buyers and employees to whom securities are offered under a scheme of employee stock options.

In terms of Section 102(2) of the Companies Act, 2013, the valuation report of the registered valuer, the Share Subscription Agreement and the Deed of Ratification and Accession (once agreed between the subscribers to the pre-IPO compulsorily convertible preference shares and the Company), the draft private placement offer cum application letter in Form PAS-4, the draft record of the offer in Form PAS-5, the Memorandum of Association and the existing and the proposed amended and restated Articles of Association of the Company, will be available for inspection by the Members in accordance with the paragraph on inspection of documents set out under the notes section of this notice.

Except Paul Hudson (Nominee Director of Glade Brook Private Investors XXXIV LP), none of the other Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of this Notice for the approval of the Members.

ITEM NO. 6 — TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

In connection with the proposed pre-initial public offering placement referred to under Item Nos. 4 and 5 above, it is necessary to alter the Articles of Association of the Company to, inter alia, (i) incorporate the terms of the Pre-IPO CCPS; and (ii) incorporate regulatory provisions to permit the creation of a lock-in over pledged shares of the Company to facilitate the initial public offering. The amended and restated Articles of Association of the Company have been approved by the Board of Directors, subject to the approval of the Members.

Pursuant to Section 14 of the Companies Act, 2013 read with Rule 33 of the Companies (Incorporation) Rules, 2014, any alteration of the Articles of Association of a company requires the approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association of the Company and of the proposed amended and restated Articles of Association will be available for inspection by the Members in accordance with the paragraph on inspection of documents set out under the Notes section of this notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of this Notice for the approval of the Members.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the Sixth Annual General Meeting

[Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2)]

Particulars	Details
Name of the Director	Kaivalya Vohra
Director Identification Number (DIN)	09298721
Date of birth and age	October 26, 2002, 23 years
Date of first appointment on the Board	August 30, 2021
Qualifications	General certificate of education (advanced level in computer science) from Dubai College, United Arab Emirates.
Experience, including expertise in specific functional areas, and brief resume	Kaivalya has over 5 years of experience in the quick commerce sector and have been associated with the Company since incorporation. He is currently responsible for technology and product strategy of the Company.
Nature of expertise in specific functional areas	Technology and product strategy of the Company.
Terms and conditions of re-appointment, along with details of remuneration sought to be paid	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration last drawn (financial year 2025-26)	INR 26.13 million.
Number of meetings of the Board attended during the financial year 2025-26	11
Directorships held in other companies as on the date of this Notice, including listed entities, and the category of directorship	3
Membership or chairpersonship of committees of the Board of other companies as on the date of this Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Particulars	Details
Shareholding in the Company as on the date of this Notice, including shareholding as a beneficial owner	Equity Shares – 112,049,289
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Nil
Justification for choosing the appointee	The Board, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment considering the appointee's position as a co-founder of the Company and his requisite expertise, experience and understanding of the business necessary for the said role.

ANNEXURE B

PART I — CURRENT SHAREHOLDING PATTERN OF THE COMPANY

The Register of Members and the Index of Members maintained under Section 88 of the Companies Act, 2013 are available for inspection by the Members under Section 94(2) of the Act read with Rule 14 of the Companies (Management and Administration) Rules, 2014, during business hours on all working days.

The pre-issue and post-issue shareholding pattern of the Company is as below.

Sl. No.	Category	Pre-issue — Number of Equity Shares	Pre-issue — % of Equity Shareholding	Post-issue — Number of Equity Shares	Post-issue — % of Equity Shareholding
A	**Promoters' holding:**				
1.	Indian:	-	-	-	-
	Individual	24,65,08,435	1.96%	24,65,08,435	1.96%
	Bodies Corporate	221,85,75,922	17.60%	221,85,75,922	17.60%
	Sub Total	246,50,84,357	19.56%	246,50,84,357	19.56%
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	**246,50,84,357**	**19.56%**	**246,50,84,357**	**19.56%**
B	**Non-Promoter Shareholding**				
1.	Institutional Investors	577,30,39,817	45.81%	577,30,39,817	45.81%
2.	Non-Institutional Investors:				
	Private Corporate Bodies	198,83,24,515	15.78%	198,83,24,515	15.78%
	Directors and Relatives	-	-	-	-
	Indian Public	82,52,30,277	6.55%	82,52,30,277	6.55%
	Others (Including NRIs)	155,15,14,920	12.30%	155,15,14,920	12.30%
	Sub Total (B)	**1013,81,09,529**	**80.44%**	**1013,81,09,529**	**80.44%**
	TOTAL (A+ B)	**1260,31,93,886**	**100.00%**	**1260,31,93,886**	**100.00%**

Sl. No.	Category	Pre-issue — Number of Preference Shares	Pre-issue — % of Preference Shareholding	Post-issue — Number of Preference Shares	Post-issue — % of Preference Shareholding
A	**Promoters' holding:**				
1.	Indian:	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	**-**
	Sub Total	-	-	-	-
2.	Foreign Promoters	-	-	-	**-**
	Sub Total (A)	-	-	-	-

B	**Non-Promoter Shareholding**				
1.	Institutional Investors	-	-	22,15,24,235	83.04%
2.	Non-Institutional Investors:	-	-	-	-
	Private Corporate Bodies	-	-	4,52,40,864	16.96%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	**26,67,65,099**	**100.00%**
	TOTAL (A+ B)	-	-	**26,67,65,099**	**100.00%**

Note: The shareholding pattern set out above and the conversion ratio of the preference shares of the Company may be subject to adjustments in accordance with the terms of issuance of the relevant preference shares, at the time of conversion of the preference shares of the Company.

zepto

PART II — NAMES OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF SHAREHOLDING POST PREFERENTIAL OFFER CAPITAL POST DILUTION ON A FULLY DILUTED BASIS

Sl. No.	Name of the Proposed Investor	No. of Shares Offered	Total Consideration	Percentage of Holding post allotment
1	Glade Brook Private Investors XXXIV LP and/or its affiliates	15,60,02,984	INR 4,77,80,74,994	8.66%
2	Goodwater Capital IV, L.P. and/or its affiliates	1,56,00,298	INR 47,78,07,487	0.31%
3	Avra Fund I LP and/or its affiliates	1,56,00,298	INR 47,78,07,487	0.27%
4	GC India Investment Holdings - Group XII – Endurance Ltd. and/or its affiliates	1,24,80,238	INR 38,22,45,977	2.02%
5	ZPT Holdings Limited and/or its affiliates	78,00,149	INR 23,89,03,744	1.72%
6	YCC20, L.P. and/ or its affiliates	62,40,119	INR 19,11,22,989	2.80%
7	Nexus Ventures VII Holdings, LLC and/or its affiliates	31,20,059	INR 9,55,61,479	4.41%
8	StepStone VC Zepto, LLC and/or its affiliates	93,60,179	INR 28,66,84,498	7.15%
9	LGF Scale (Mars) Limited and/or its affiliates	93,60,179	INR 28,66,84,498	2.70%
10	Lightspeed Opportunity Fund II, L.P. and/or its affiliates	1,56,00,298	INR 47,78,07,487	0.89%
11	AZO4 LLC. and/or its affiliates	1,56,00,298	INR 47,78,07,487	1.16%

ANNEXURE C

NUMBER OF PERSONS TO WHOM ALLOTMENT ON A PREFERENTIAL BASIS HAS ALREADY BEEN MADE DURING THE FINANCIAL YEAR, IN TERMS OF THE NUMBER OF SECURITIES AS WELL AS PRICE

NIL

SIXTH BOARD'S REPORT

To,
The Members,
Zepto Limited
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Your directors have pleasure in presenting the Sixth Board's Report of Zepto Limited (Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited) ('**Company**') together with the Audited Standalone and Consolidated Financial Statements along with the Auditor's Report thereon for the financial year ('**FY**') ended March 31, 2026.

1. FINANCIAL HIGHLIGHTS

The highlights of Company's financial performance on a standalone and consolidated basis, for the financial year ended March 31, 2026 are summarized below:

Sr. No.	Particulars	For the year ended 31.03.2026 (amount in INR Mn)		For the year ended 31.03.2025 (amount in INR Mn)	
		Standalone	Consolidated	Standalone	Consolidated
1	Revenue from operations	186,950.61	226,235.84	91,649.90	1,11,099.47
2	Other Income	5,762.95	5,047.94	5,037.69	4,928.07
3	**Total Income**	**192,713.56**	**231,283.78**	**96,687.59**	**1,16,027.54**
4	Total Expenses	233,819.26	290,267.46	1,36,741.80	1,62,410.70
5	Profit/ Loss before tax and exceptional items	(41,105.670)	(58,983.68)	(40,054.21)	(46,383.15)
6	Exceptional Item	49.97	68.24	(6,492.43)	571.18
7	Profit/ Loss before tax	(41,155.67)	(59,051.92)	(33,561.78)	(46,954.33)
8	Current Tax	-	-	42.81	42.81
9	Deferred Tax	-	-	-	-
10	Other Comprehensive Items	161.31	182.56	(68.21)	(76.46)
11	Profit/(Loss) after Tax and Comprehensive Items	(40,994.36)	(58,869.36)	(33,672.80)	(47,073.60)
14	Earnings per share (INR): Basic	(3.52)	(5.05)	(2.60)	(3.64)
15	Earnings per share (INR): Diluted	(3.52)	(5.05)	(2.60)	(3.64)

2. REVIEW OF OPERATIONS AND FINANCIAL SUMMARY

Our sources of revenue primarily consist of the following: commission for products sold on our platform, advertisement revenue through ads on our platform, fees charged for delivery and logistics services, and revenue from procurement and distribution. Our cost structure primarily comprises costs associated with our dark store operations, last-mile delivery, marketing and customer acquisition, supply chain, procurement, corporate overhead, and cloud infrastructure.

The consolidated financial statements of the Company include the performance of its subsidiaries and depict the comprehensive performance of the group relevant for understanding the overall performance. During the financial year under review, the Company's total revenue on a consolidated basis increased to INR 226,235.84 Mn as compared to INR 1,11,099.47 Mn in the previous financial year, and on a standalone basis it increased to INR 186,950.61 as compared to INR 91,649.90 Mn in FY 2025. The Loss for the year on a consolidated basis stands at INR 58,869.36 Mn as compared to INR 47,073.60 Mn in FY 2025 and on a standalone basis stands at INR 40,994.36 as compared to INR 33,672.80 Mn in FY2025.

Your company has cemented its position in the market and is poised for strong growth in the coming years.

3. CHANGE IN NAME OF THE COMPANY

(i) The company has changed its name from 'Kiranakart Technologies Private Limited' to 'Zepto Private Limited'. Accordingly, the company has amended Clause I of its Memorandum of Association (MOA) and the Articles of Association (AOA). This change has been done in order to reflect the business which the company is carrying on. The process was completed on April 16, 2025, and the company has received the Certificate of Incorporation (COI) in the new name.

(ii) Further, pursuant to the conversion of the Company to Public Limited company, the name of the Company was altered to "Zepto Limited" by deletion of the word "Private". The process was completed on December 08, 2025 and the company has received the Certificate of Incorporation (COI) in the new name.

4. STATE OF COMPANY AFFAIRS

The Company initiated to undertake an initial public offering of Equity Shares by way of fresh issuance of Equity Shares out of the authorized share capital of the Company (the "Fresh Issue") and an offer for sale of such number of Equity Shares by certain existing and eligible shareholders of the Company who have indicated their intent to participate in the offer for sale ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"). The company has confidentially filed the Pre-Filed Draft Red Herring Prospectus dated December 26, 2025.

The company has received in principle approval from the National Stock Exchange of India Limited and BSE Limited (together "Stock Exchanges") dated February 03, 2026 and further in principle approval from the Securities Exchange Board of India ("SEBI") dated May 08, 2026. Pursuant to the IPO, the equity shares of the Company shall be listed on the National Stock Exchange of India Limited and BSE Limited.

In continuation of the strategy to focus on market penetration in all the major cities while delivering customer satisfaction and diverse portfolio of product, your Company will continue to explore growth opportunities and increase its customer base in India. Your directors are optimistic about your Company's robust growth in the financial year 2026-27 in view of the booming business of the Company.

5. CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED

The Company intends to list its equity shares of face value of ₹ 5 each (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company's Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares by way of fresh issuance of Equity Shares out of the authorized share capital of the Company (the "Fresh Issue") and an offer for sale of such number of Equity Shares by certain existing and eligible shareholders of the Company who have indicated their intent to participate in the offer for sale ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer").

In order to undertake the Offer, the Company converted into a public limited company in accordance with the applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, each as amended ("Act"), as approved by the members at their meeting held on November 21, 2025 and Certificate of Incorporation dated December 08, 2025.

Pursuant to the said conversion of the Company, the name of the Company was alteration to "Zepto Limited" by deletion of the word "Private".

6. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company during the FY 2025-26.

7. DIVIDEND

In view of the losses, the Board does not recommend any dividend on Equity Shares for the financial year ended March 31, 2026.

8. AMOUNTS TRANSFERRED TO RESERVES

In view of losses during the financial year ended March 31, 2026, the Company has not transferred any amount to the 'Reserves'.

9. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

(i) During the year under review, the company had the following subsidiaries:

- Kiranakart Wholesale Private Limited
- Zepto Marketplace Private Limited
- Zavrix Realty Private Limited *(formerly known as Zepto Property Management Private Limited)* (till March 20, 2026)
- Quvora Software Solutions Private Limited *(formerly known as Kiranakart Software Solutions Private Limited)* (till March 20, 2026)
- Zepto Commerce Private Limited

A statement containing the salient features of the financial statement of the subsidiaries is attached to the Directors' Report in form AOC-1 as Annexure 1.

(ii) Disinvestment in entities: During the financial year under review, the Company has divested its entire stake in the following entities vide the resolution passed by its Management Sub Committee: Zepto Property

Management Private Limited, Kiranakart Software Solutions Private Limited. The transfer of majority holding was completed on March 20, 2026.

(iii) Material Subsidiaries: The Board of Directors of the Company has adopted a Policy for determining material subsidiaries in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Policy is available at Company's website. For the financial year 2025-26, Kiranakart Wholesale Private Limited is categorized as material subsidiary(s) of the Company as per the thresholds laid down under the Listing Regulations.

10. CHANGE IN REGISTERED OFFICE

The company has shifted its registered office within the city limits of Mumbai, Maharashtra from 4th Floor, Wework Chromium – Powai, Jogeshwari Vikhroli Link Rd, Raje Sambhaji Nagar, Marol, Andheri East, Mumbai – 400076, Maharashtra to Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra.

11. MAINTENANCE OF BOOKS OF ACCOUNTS

The books of accounts of the company are maintained in Bengaluru, Karnataka and accordingly the company has filed AOC-5, notice of address at which books of account are to be maintained.

12. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to accuracy and completeness of the accounting records and timely preparation of reliable financial statements during the financial year ended March 31, 2026.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

(i) The following are the Directors and KMPs of the Company as on the date of this report:

S. No	Name	Designation	DIN/PAN
1	Mr. Aadit Kavit Palicha	Managing Director and Chief Executive Officer	10904332
2	Mr. Kaivalya Vohra	Whole time Director	09298721
3	Mr. Akhil Kumar Gupta	Independent Director	00028728
4	Mr. Ramesh Bafna	Chief Financial Officer and Whole time Director	08715216
5	Ms. Anulakshmi Hariharan	Independent Director	11376145
6	Mr. Paul Hudson	Nominee Director	11136243
7	Mr. Samad Iqbal Shariff	Company Secretary	DGCPS4760Q

(ii) Changes in Directors and KMPs during the year: The following changes were affected during the year under review:

- Mr. Aadit Kavit Palicha (DIN 10904332) was appointed as Director in the Extra Ordinary General Meeting held on April 04, 2025
- Mr. Akhil Kumar Gupta (DIN 00028728) was appointed on the board as Additional Director (Independent) on April 10, 2025 to hold office until the next General Meeting.

- Mr. Akhil Kumar Gupta (DIN 00028728) was appointed as the Independent Director on August 11, 2025 for 5 years
- Mr. Ramesh Bafna (DIN 08715216) was appointed as Additional Director on December 05, 2025 to hold office till the next General Meeting
- Mr. Paul Joseph Hudson (DIN 11136243) was appointed as Nominee Director on behalf of Glade Brook Private Investors XXXIV LP on December 05, 2025
- Ms. Anulakshmi Hariharan (DIN 11376145) was appointed as Additional Director on the board meeting on December 05, 2025 w.e.f December 06, 2025 to hold office till the next General Meeting
- Mr. Ramesh Bafna was appointed as Chief Financial Officer w.e.f December 10, 2025
- Mr. Samad Shariff was designated as Compliance Officer w.e.f December 10, 2025
- Mr. Aadit Palicha (DIN 10904332) was designated as Managing Director and Chief Executive Officer for 5 years w.e.f December 23, 2025
- Mr. Kaivalya Vohra (DIN 09298721) was designated as Whole time Director for 5 years w.e.f December 23, 2025
- Mr. Ramesh Bafna (DIN 08715216) was designated as Whole time Director for 5 years w.e.f December 23, 2025
- Ms. Anulakshmi Hariharan (DIN 11376145) was appointed as Independent Director for 5 years w.e.f December 23, 2025

Further, the following material changes were affected beyond the review period but before the date of this Board's Report:

(iii) Director liable to retire by rotation: As per Section 152(6), one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. In this regard, Mr. Kaivalya Vohra, who has been longest in office since their last appointment shall retire by rotation at the upcoming annual general meeting ("AGM") of the Company and being eligible, has offered himself for re-appointment as per the provisions of the Act. A resolution seeking approval of the shareholders for his re-appointment forms part of the Notice of the AGM.

14. DECLARATIONS AND CONFIRMATION ON INDEPENDENT DIRECTOR(S)

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013 the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Board is of the opinion that the Independent Directors of the Company possess the requisite integrity, expertise, experience and proficiency and fulfil the conditions specified under the applicable laws and are independent of the management.

Further, the Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

15. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board has adopted a formal mechanism for evaluating its own performance and the performance of its Committees and individual Directors, including the Chairman of the Board.

16. COMMITTEES OF THE BOARD

During the year under review, the Company has constituted following statutory Committees of the Board of Directors of the Company:

- Audit Committee

Name	Position on the Committee	Designation
Akhil Kumar Gupta	Chairperson	Independent Director
Anulakshmi Hariharan	Member	Independent Director
Paul Hudson	Member	Non-Executive Director

- Nomination and Remuneration Committee

Name	Position on the Committee	Designation
Anulakshmi Hariharan	Chairperson	Independent Director
Paul Hudson	Member	Non-Executive Director
Akhil Kumar Gupta	Member	Independent Director

- Stakeholder Relationship Committee

Name	Position on the Committee	Designation
Paul Hudson	Chairperson	Non-Executive Director
Aadit Palicha	Member	Managing Director & Chief Executive Officer
Anulakshmi Hariharan	Member	Independent Director

- Corporate Social Responsibility

Name	Position on the Committee	Designation
Kaivalya Vohra	Chairperson	Director
Paul Hudson	Member	Non-Executive Director
Anulakshmi Hariharan	Member	Independent Director

- Risk Management Committee

Name	Position on the Committee	Designation
Ramesh Bafna	Chairperson	Wholetime Director
Aadit Palicha	Member	Managing Director & Chief Executive Officer
Kaivalya Vohra	Member	Wholetime Director
Akhil Kumar Gupta	Member	Independent Director

Committees other than statutory constituted are as follows:

Regd. Office: Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072
Corp. Office: Second Floor, 773, Sarjapur Main Road, Kaikondarahalli, Bellandur, Bangalore- 560103
CIN: U46909MH2020PLC351339 I ***Contact***: +91 9606242106 I ***Email***: cosec@zeptonow.com

- Management Sub Committee

Name	Position on the Committee	Designation
Aadit Palicha	Member	Managing Director & Chief Executive Officer
Kaivalya Vohra	Member	Wholetime Director
Ramesh Bafna	Member	Wholetime Director

17. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Act the Nomination and Remuneration Committee of the Company has formulated the criteria for identification and Board nomination of the suitable candidates as well as the policy on remuneration for Directors, KMP and other employees of the Company. The Committee, while evaluating potential candidates for Board membership, considers a variety of personal attributes, including experience, intellect, foresight, judgment and transparency and matches these with the requirements set out by the Board. The Nomination & Remuneration Policy of the Company provides the framework for remunerating the members of the Board, Key Managerial Personnel and other employees of the Company. This Policy is guided by the principles and objectives enumerated in Section 178(4) of the Act. The Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel interalia, provides for criteria and qualifications for appointment of Director, Key Managerial Personnel and Senior Management, Board Diversity, remuneration to Directors, Key Managerial Personnel, etc. is available on the website of the Company and can be accessed at (www.zepto.com).

18. AUDITOR

i. **Statutory Auditor**: The Board of director in its meeting held September 19, 2024 had recommended the appointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), as the Statutory Auditors of the Company to hold office for a period of Four years beginning from the conclusion of the Annual General Meeting to be held for the Financial year ended March 31, 2024, till the conclusion of the annual general meeting of the Company to be held for the financial year ended as on March 31, 2028, i.e. for the financial year 2024-25 to the financial year 2027-28;

ii. **Cost Auditor:** The Company is not required to appoint a Cost Auditor as per the provisions of Section 148 of the Act.

iii. **Internal Auditor:** The board of director had appointed Mr. Ram Kishanpuria as the internal auditor of the company for the Financial Year 2025-26.

iv. **Secretarial Auditor:** The Secretarial Audit Report as issued by M/s Jain & Vishwakarma (Peer review Certificate number: 1716/2022) for the Financial Year 2025-26. The Secretarial Report in MR-3 is attached to this Board's Report as Annexure 2.

19. STATUTORY AUDITORS' REPORT

The auditors have given an unqualified opinion on the financial statements for the year ended March 31, 2026.

The other observations and comments given by the auditor in the audit report are self-explanatory and doesn't require any comments by the Board thereon.

20. WEB ADDRESS OF ANNUAL RETURN, IF ANY

The annual return of the company has been uploaded on the website of the company at (www.zepto.com).

21. MEETINGS OF BOARD OF DIRECTORS AND COMMITTEE

During the financial year 2025-26, the meetings of the board, the members and the committee were held as follows:

Sl. No	Type of Meeting	No. of Meetings	Dates of Meeting
1.	Board Meeting	11	10-04-2025, 16-05-2025, 09-07-2025, 15-10-2025, 05-11-2025, 05-12-2025, 10-12-2025, 10-12-2025, 18-12-2025, 26-12-2025, 31-03-2026
2.	Extraordinary General Meeting	7	04-04-2025, 16-10-2025, 07-11-2025, 10-11-2025, 21-11-2025, 10-12-2025, 23-12-2025
3.	Annual General Meeting	1	11-08-2025
4.	Audit Committee	3	18-12-2025, 26-12-2025, 31-03-2026
5.	Nomination and Remuneration Committee	2	18-12-2025, 23-02-2026
6.	Management Sub Committee	3	08-01-2026, 16-02-2026, 06-03-2026

The Company has complied with the provisions of Secretarial Standard on Meetings of the Board of Directors i.e. SS – 1 in relation to the Board Meetings and Secretarial Standard on General Meetings i.e. SS – 2, held during the financial year ended March 31, 2026.

22. PARTICULARS OF LOANS AND INVESTMENT

Details of loans given, investments made or guarantees given or security provided as per the provisions of Section 186 of the Companies Act, 2013 are given in the notes forming part of the financial statements provided in this Annual Report.

23. DOWNSTREAM INVESTMENT

The Company being a foreign owned and controlled company has complied with the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the Foreign Exchange Management (Non debt Instruments) Rules, 2019 ("NDI Rules") for the downstream investment made in other Indian subsidiaries. The Company has complied to all the compliance with respect to FEMA and the NDI Rules and received the required certificate from the statutory auditor dated May 28, 2026.

24. RELATED PARTY TRANSACTIONS

During the year under review, there were related party transactions entered into by the Company with its wholly owned subsidiary companies. Accordingly, the disclosure of particulars of contract/arrangements with related parties in form AOC-2 is annexed hereto with the Board's report as Annexure 3.

Related Party disclosures as per the Indian Accounting Standard is provided under the Notes to Accounts of the Financial Statements of the Company.

All the transactions have taken place on arms' length basis

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

A. Conservation of Energy, Technology Absorption

Being a trading, technology & non-manufacturing entity, the cost of energy is not significant in the operations of the Company. In addition to the same, the Company adopts all the energy conservation measures wherever possible across all its offices.

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013, read with other applicable rules are as under:

Conservation of Energy:

(i)	the steps taken or impact on conservation of energy	Considering the nature of operations of the Company, your Company's operation does not consume significant amount of energy. The Company adopts all the energy conservation measures wherever possible across all its offices.
(ii)	the steps taken by the company for utilizing alternate sources of energy	Not applicable, in view of comments in clause (i)
(iii)	the capital investment on energy conservation equipment's	Not applicable, in view of comments in clause (i)

Technology Absorption:

The Company is dedicated to harnessing technology to revolutionize every aspect of its operations. Our investment in technology infrastructure stands as a cornerstone of our commitment to providing a seamless customer experience. As a technology-first organization, we leverage artificial intelligence, machine learning, and advanced data science to continually innovate our platform for our valued customers Our products prioritize personalization, ease of use, visual appeal, and robust engagement.

We are building and continuously improving warehouse management and last mile logistics products to improve end to end supply chain resulting in higher operational efficiency and reduced supply chain cost for our customers

(i)	Efforts made towards Technology Absorption	As mentioned above
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution;	As mentioned above

(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-		
	(a)	Details of Technology Import	NIL
	(b)	The year of import;	NIL
	(c)	Whether the technology been fully absorbed	NIL
	(d)	If not fully absorbed, area where absorption has not taken place, and the reason thereof	NIL
(iv)	The expenditure incurred on Research and Development		NIL

B. Foreign Exchange earnings and Outgo

Description	FY 2026 (INR)	FY 2025 (INR)
Earnings	Nil	Nil
Outgo	54,45,25,000	56,17,36,000

26. RISK MANAGEMENT POLICY

The Company has relevant polices to manage and mitigate the elements of risk threatening the Company's existence.

27. CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to formulate the Corporate Social Responsibility Policy.

The brief outline of the CSR policy of the company and the initiatives undertaken during the year are set out its Annexure 4 in the format as prescribed by the rules.

28. COMPANY'S ESG (ENVIRONMENT, SOCIAL & GOVERNANCE) JOURNEY – PROGRESS, PURPOSE AND PATH AHEAD

Over the past few years, our Environmental, Social, and Governance (ESG) efforts have grown from a strong commitment into a defining element of our corporate identity. FY25–26 would be a year of significant progress, shaped by clear goals, collective action, and the continued integration of sustainability across our operations, culture, and strategic priorities. Howsoever, some steps on the ESG Journey had been undertaken in FY 25-26.

- **Environment Stewardship - Building a Momentum for a Greener Future**
  We are committed to reducing the environmental impact of our quick commerce operations:
  - We have installed solar panels at 22 dark stores to reduce electricity consumption and maintain plastic waste management registration for private-label products, reinforcing our focus on circularity and compliance.

- As part of our low-carbon logistics strategy, we have deployed a growing fleet of over 34,000 electric vehicle (EV) riders and 300 cyclists, actively supporting greener last-mile delivery.

- **Social Impact - Empowering People, Enabling Progress**
  We are committed to fostering an inclusive and equitable workplace:
  - We support the employment of 69 differently abled individuals across 60 café through our ecosystem, strengthening our commitment to inclusive hiring.
  - Three all-women "Pink Stores" have been launched, fully operated by women, creating safe and empowering spaces within our logistics operations.
  - An inclusive Delivery Ecosystem where more than 6,000 women work in our delivery hubs operations.
  - Tailored mentorship programs support women in career growth and leadership development, time management and soft skills, technical upskilling in coding, testing, and design.
  - The Company's robust POSH (Prevention of Sexual Harassment) framework includes clear policies, trained internal committees, and mandatory awareness training for all employees, promoting a culture of respect and zero tolerance for misconduct.
- **Governance Excellence - Building Trust Through Integrity**
  We uphold strong governance through clear policies and digital systems:
  - We have implemented a comprehensive suite of governance policies such as the Whistleblower Policy, Code of Conduct, Anti-Money Laundering (AML) Policy, Anti-Bribery and Anti-Corruption (ABAC) Policy, Prevention of Sexual Harassment (POSH) Policy, Corporate Social Responsibility (CSR) Policy, and Data Privacy & Security Policy, among others.
  - Our policies are reinforced by digital compliance tools and defined escalation protocols, enabling greater transparency, accountability, and timely response.

Looking ahead –

- **Climate Action:** The Company will initiate formal energy and water management policies and prioritize the inventory of Scope 1 and Scope 2 emissions to set measurable, science-aligned climate goals.
- **Sustainability Integration:** Our operations will embed sustainability more deeply through data-driven strategies, innovation, and alignment with global standards. In FY25–26, we intend to strengthen our environmental data systems across key areas including energy, water, waste, and biodiversity management.
- **Inclusive Growth:** The Company will scale the launch of women-led "Pink Stores" in urban and semi-urban areas, while increasing representation of women and differently abled individuals across the organization.
- **Social Impact:** Expanded mentorship in rural and tier-2 and 3 cities, strengthened workplace safety, and broader CSR efforts will support youth skilling and community health.
- **Governance & Data Security:** We are enhancing compliance through digitized monitoring tools and will strengthen data protection in line with evolving regulations, while reinforcing grievance and whistle-blower mechanisms.

29. SHARE CAPITAL

The company share capital of the Company has been reclassified and restructured during the year. The details of share capital is as follows:

A. AUTHORISED SHARE CAPITAL

The authorized share capital of the company is INR 2,07,00,00,00,000/- (Indian Rupees Twenty Thousand Seven hundred Crore only) divided into

(i) 24,41,98,00,000 equity shares of INR 5/- each; and
(ii) 1,00,000 optionally convertible preference shares of face value of Rs. 10/- each.
(iii) 1,00,00,00,000 compulsorily convertible preference shares of face value of Rs. 10/- each.
(iv) 65,70,00,000 Series A-1 compulsorily convertible preference shares of face value of Rs. 10/- each.
(v) 20,70,00,000 Series A-2 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vi) 14,30,00,000 Series A-3 compulsorily convertible preference shares of face value of Rs. 10/- each.
(vii) 20,00,000 Series A-4 compulsorily convertible preference shares of face value of Rs. 10/- each.
(viii) 2,40,00,000 Series A-5 compulsorily convertible preference shares of face value of Rs. 10/- each.
(ix) 7,80,00,000 Series A-6 compulsorily convertible preference shares of face value of Rs. 10/- each.
(x) 2,00,00,000 Series A-7 compulsorily convertible preference shares of face value of Rs. 10/- each.
(xi) 58,70,00,000 Series B compulsorily convertible preference shares of face value of Rs. 10/- each.
(xii) 76,50,00,000 Series C compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiii) 96,20,00,000 Series D compulsorily convertible preference shares of face value of Rs. 10/- each.
(xiv) 98,50,00,000 Series E compulsorily convertible preference shares of face value of Rs. 10/- each.
(xv) 1,37,90,00,000 Series F compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvi) 98,10,00,000 Series G compulsorily convertible preference shares of face value of Rs. 10/- each.
(xvii) 70,00,00,000 Series H compulsorily convertible preference shares of face value of Rs. 10/- each.

B. PAID UP SHARE CAPITAL

(i) During the year under review the company has issued and allotted Series H Compulsorily Convertible Preference Shares (CCPS) through Private Placement. The summary of the allotment is as under:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type/ Series	Type of Issue
1	24-10-2025	31,97,82,397	10	Series H CCPS	Private Placement
2	30-10-2025	18,27,06,926	10	Series H CCPS	Private Placement
3	04-11-2025	11,75,67,059	10	Series H CCPS	Private Placement
4	10-11-2025	3,52,70,117	10	Series H CCPS	Private Placement
5	11-11-2025	2,35,13,411	10	Series H CCPS	Private Placement

(ii) The company has received final call money of Rs. INR 31,809 per share (9/-towards face value and 31,800/- towards Securities Premium) on the 2,383 CCPS-I D of INR 10 face value each aggregating to INR 7,57,79,400.

(iii) The summary of the Equity Shares allotted during the year is as under:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type	Type of Issue
1	10-12-2025	94,25,39,085	5	Equity	Allotment

(iv) The company has converted the Optionally Convertible Preference Shares and CCPS during the year as follows:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type	Type of Issue
1	08-01-2026	19,36,444	5	Equity	Conversion of Series A OCRPS

2.	08-01-2026	39,17,461	5	Equity	Conversion of Series B OCRPS
3.	06-03-2026	2,58,08,553	5	Equity	Conversion of CCPS II G
4.	06-03-2026	14,67,003	5	Equity	Conversion of CCPS I D

The paid up share capital as on March 31, 2026 is 87,17,45,04,450 divided into 3,49,21,71,074 Equity Shares of INR 5 each, and 6,97,13,64,908 Compulsorily Convertible Preference Shares (CCPS) of INR 10 each.

30. ZEPTO SHARE OPTION PLAN I' (ESOP PLAN) AND ESOP TRUST

The Company has adopted an ESOP Plan in its Board meeting held on February 04, 2025, to create, grant, and allot up to 89,63,13,792 (Eighty Nine Crore Sixty Three Lakh Thirteen Thousand Seven Hundred Ninety Two) stock options or equity-linked securities to eligible employees and directors (excluding Independent Directors) of the Company and its subsidiaries, existing or future, on such terms as specified in the ESOP Plan.

Further the company had amended the ESOP plan vide its resolution dated October 16, 2025 and further on December 10, 2025.

Furthermore, the company had allotted 94,25,39,085 shares to the ESOP Trust on December 10, 2025. The disclosure as required as per rule12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is Annexed herewith as Annexure 5.

31. PARTICULARS OF EMPLOYEES

In terms of Section 197 of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement relating to particulars of employees of the Company is annexed to this Board's Report as Annexure 6.

32. OTHER INFORMATIONS AS REQUIRED TO BE DISCLOSED IN THE DIRECTORS' REPORT AS PER THE COMPANIES ACT, 2013.

(i) During the financial year under review, there were no significant and material orders passed by any regulatory authorities or courts or tribunals impacting the going concern status and company's operations in the future.

(ii) There was no application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

(iii) The auditors have not reported any fraud to the Board, or the Central Government as covered under the provisions of section 143(12) of the Companies Act, 2013 for the financial year ended March 31, 2026.

25. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has a policy for prevention of sexual harassment of women at workplace and has constituted the Internal Complaints Committee at PAN India, to redress complaints received, if any, regarding sexual harassment of women at workplace, in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("the Act"). All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the financial year ended March 31, 2026, 16 complaints with allegation of sexual harassment were filed with the Committee out of which all 15 complaints have been handled and resolved as per the provisions of the Act and 1 complaints were pending to be resolved as on the end of the financial year.

33. DEPOSITS

The Company has not accepted any deposits under section 73 or section 76 of the Companies Act, 2013 from its members or from the public, respectively, during the financial year under review.

34. EVENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2026 AND THE DATE OF THIS REPORT

There are no material changes and commitments affecting the financial position of the Company.

35. OTHER EVENTS BETWEEN THE END OF THE FINANCIAL YEAR 2026 AND THE DATE OF THIS REPORT, ARE MENTIONED BELOW

There are no changes that have occurred between the end of Financial Year and the date of this report except:

- Company has converted CCPS (various series) into Equity

Other than the ones mentioned above there are no material changes and commitments affecting the financial position of the Company.

36. MAINTENANCE OF COST RECORDS

As per the Companies (Accounts) Rules 2014 as amended from time to time, disclosures as to maintenance of cost records as specified by the central government under subsection (1) of section 148 of the Companies Act, 2013 is not applicable to our Company and accordingly such accounts and records are not required to be made and maintained by the company.

37. HUMAN CAPITAL

The Board of Directors acknowledge and appreciate the contribution of all employees towards the performance of the Company and believe that the employees are the most valuable assets of the Company. The Company has a scalable recruitment and human resources management process.

38. REVISION OF FINANCIAL STATEMENTS AND BOARD REPORT

There was no revision of financial statements and Board Report of the Company during the financial year under review except for changes in previous year financials due to the merger accounting.

39. VIGIL MECHANISM

During the year under review, the Company is required to establish Vigil Mechanism pursuant to section 177(9) & (10) of the Companies Act, 2013 and read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, the company has the Whistle Blower Policy & Vigil Mechanism in place.

40. DIFFERENCE IN VALUATION

The company has never made any one-time settlement against the loans obtained from Banks and Financial Institution and hence this clause is not applicable.

41. COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

During the financial year under review, the Company has complied with the provisions relating to the Maternity Benefits Act, 1961.

42. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3)(c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

(i) In the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
(ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at March 31, 2026 and of the profit and loss of the company for that period.
(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
(iv) The Directors have prepared the annual accounts on a 'going concern' basis for the year ended March 31, 2026.
(v) The Company is complied with applicable regulations of Foreign Direct Investments ("FDI"). FDI is governed by (collectively, "Exchange Control Regulations") (a) the Foreign Exchange Management Act, 1999 (including the rules and regulations made thereunder) ("FEMA"), (b)Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (Notification No. S.O. 3732© dated October 17, 2019) as amended from time to time ("NDI Rules") , and (c) the consolidated FDI policy effective from August 28, 2017 and issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry ("DIPP"), as amended and restated from time to time including through various 'Press Notes' ("FDI Policy").

    Further, the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

43. ACKNOWLEDGMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. The Board of Directors also wish to place on record their deep sense of appreciation for the services committed by the Company's executives, staff and workers

Date: August 23, 2026 **FOR ZEPTO LIMITED**
Place: Bengaluru ***(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)***

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

Annexure 1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of **subsidiaries/ associate companies**/ joint ventures

Part "A": **Subsidiaries**

1. Sr. No.	**Name 2**	**Name 3**	**Name 3**	**Name 4**	**Name 5**
2. Name of the subsidiary	Kiranakart Wholesale Private Limited	Zepto Marketplace Private Limited	Zavrix Realty Private Limited (formerly known as Zepto Property Management Private Limited)	Quvora Software Solutions Private Limited (formerly known as Kiranakart Software Solutions Private Limited)	Zepto Commerce Private Limited
3. The date since when subsidiary was acquired/investment made	April 26, 2022	October 22, 2024	November 04, 2024	November 18, 2024	January 10, 2025
4. Reporting period for the subsidiary concerned if different from the holding company's reporting period	April 01, 2025 to March 31, 2026	April 01, 2025 to March 31, 2026	April 01, 2025 to March 20, 2026	April 01, 2025 to March 20, 2026	April 01, 2025 to March 31, 2026
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR	INR	INR
6. Share capital (Paid-up)	1,170,710	33,008,980	0	0	10,000,000
7. Reserves & surplus	50.29	-1,513.45	NA	NA	0.08
8. Total assets	4,198.11	7,915.60	NA	NA	10.5
9. Total Liabilities	4,146.65	9,396.04	NA	NA	0.42
10. Investments	-	-	-	-	-
11. Turnover	31,565.20	7,775.83	-	-	-
12. Loss before taxation	-4,172.64	-15,286.04	NA	NA	0.16
13. Provision for taxation	-	-	-	-	-
14. Loss after taxation	-4,172.64	-15,286.04	NA	NA	0.16
15. Proposed Dividend	0	0	0	0	0
16. Extent of shareholding (in %)	100	100	NA	NA	100

1. Names of subsidiaries which are yet to commence operations (if any) –
   - Zepto Commerce Private Limited

2. Names of subsidiaries which have been liquidated or sold during the year (if any) –
   - Zavrix Realty Private Limited (formerly known as Zepto Property Management Private Limited)
   - Quvora Software Solutions Private Limited (formerly known as Kiranakart Software Solutions Private Limited)

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

Part "B": Associates and Joint Ventures: Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate companies and Joint Venture: **Not Applicable**

1. Names of associates or joint ventures which are yet to commence operations: **NA**
2. Names of subsidiaries/associates which have been liquidated or sold during the year:
   - Zavrix Realty Private Limited (formerly known as Zepto Property Management Private Limited)
   - Quvora Software Solutions Private Limited (formerly known as Kiranakart Software Solutions Private Limited)

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-	**Sd/-**
AADIT KAVIT PALICHA	**KAIVALYA VOHRA**
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER	**WHOLETIME DIRECTOR**
DIN: 10904332	**DIN: 09298721**

Annexure 2

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ZEPTO LIMITED
(formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. ZEPTO LIMITED** (hereinafter called the Company) (Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of ZEPTO LIMITED's (Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited) 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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 "ZEPTO LIMITED" for the financial year ended on 31st March, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) (including amendments made thereto) and the rules made there under;

ii. 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

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (not applicable pursuant to MCA notification no. G.S.R. 43(E) dated 22.01.2019)

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

v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable in relation to the proposed Initial Public Offering of the Company.

The Company is not listed on any Stock Exchange in India hence the following Acts, Regulations, Guidelines etc. was not applicable to the company.

(i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

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

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

c. The Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015

d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

f. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

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

Secretarial Standards issued by the Institute of Company Secretaries of India.

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

We further report that:

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. The following change happened during the year:

- Mr. Aadit Kavit Palicha (DIN 10904332) was appointed as Director in the Extra Ordinary General Meeting held on April 04, 2025
- Mr. Akhil Kumar Gupta (DIN 00028728) was appointed on the board as Additional Director (Independent) on April 10, 2025 to hold office until the next General Meeting.
- Mr. Akhil Kumar Gupta (DIN 00028728) was appointed as the Independent Director on August 11, 2025 for 5 years.
- Mr. Ramesh Bafna (DIN 08715216) was appointed as Additional Director on December 05, 2025 to hold office till the next General Meeting
- Mr. Paul Joseph Hudson (DIN 11136243) was appointed as Nominee Director on behalf of Glade Brook Private Investors XXXIV LP on December 05, 2025
- Ms. Anulakshmi Hariharan (DIN 11376145) was appointed as Additional Director on the board meeting on December 05, 2026 w.e.f December 06, 2025 to hold office till the next General Meeting and further appointed as Independent Director w.e.f December 23, 2025.
- Mr. Ramesh Bafna was appointed as Chief Financial Officer w.e.f December 10, 2025
- Mr. Aadit Palicha (DIN 09585285) was designated as Managing Director and Chief Executive Officer for 5 years w.e.f December 23, 2025.
- Mr. Kaivalya Vohra (DIN 09298721) was designated as Whole time Director for 5 years w.e.f December 23, 2025
- Mr. Ramesh Bafna (DIN 08715216) was designated as Whole time Director for 5 years w.e.f December 23, 2025

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in accordance with the provision of Companies Act, 2013, 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.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review the company has issued and allotted shares under Private Placements.

The summary of the modifications is as under:

- **Equity Share Capital:**

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type of Issue
1.	10-Dec-25	94,25,39,085	5	Equity allotted to ESOP Trust.
2.	08-Jan-26	19,36,444	5	Conversion of Series A OCRPS
3.	08-Jan-26	39,17,461	5	Conversion of Series B OCRPS
4.	06-Mar-26	2,58,08,553	5	Conversion of CCPS II G
5.	06-Mar-26	14,67,003	5	Conversion of CCPS I D

- **Preference Share Capital*:***
During the year under review, the Company has issued and allotted Preference Shares (as follows:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type/ Series	Type of Issue
1.	24-Oct-25	31,97,82,397	10	Series H CCPS	Private Placement
2.	30-Oct-25	18,27,06,926	10	Series H CCPS	Private Placement
3.	04-Nov-25	11,75,67,059	10	Series H CCPS	Private Placement
4.	10-Nov-25	3,52,70,117	10	Series H CCPS	Private Placement
5.	11-Nov-25	2,35,13,411	10	Series H CCPS	Private Placement
6.	08-Jan-2026	(8812)	10	Series A OCRPS	Conversion of Series A OCRPS into Equity Shares
7.	08-Jan-2026	(16,364)	10	Series B OCRPS	Conversion of Series B OCRPS into Equity Shares
8.	06-Mar-26	(32,560)	10	CCPS-II G	Conversion of CCPS-II G into Equity Shares
9.	06-Mar-26	(565)	10	CCPS-I D	Conversion of CCPS-I D into Equity Shares

We Further report that during the period under review the authorized share capital of the Company was reclassified as under and the clause of the Memorandum of Association (MOA) was changed accordingly:

The authorized share capital of the company is INR 2,07,00,00,00,000/- (Indian Rupees Twenty Lakh Seven Thousand Crore only) divided into:

(i) 24,41,98,00,000 equity shares of INR 5/- each; and
(ii) 1,00,000 optionally convertible preference shares of face value of INR 10/- each.
(iii) 1,00,00,00,000 compulsorily convertible preference shares of face value of INR 10/- each.
(iv) 65,70,00,000 Series A-1 compulsorily convertible preference shares of face value of INR 10/- each.
(v) 20,70,00,000 Series A-2 compulsorily convertible preference shares of face value of INR 10/- each.
(vi) 14,30,00,000 Series A-3 compulsorily convertible preference shares of face value of INR 10/- each.
(vii) 20,00,000 Series A-4 compulsorily convertible preference shares of face value of INR 10/- each.
(viii) 2,40,00,000 Series A-5 compulsorily convertible preference shares of face value of INR 10/- each.
(ix) 7,80,00,000 Series A-6 compulsorily convertible preference shares of face value of INR 10/- each.
(x) 2,00,00,000 Series A-7 compulsorily convertible preference shares of face value of INR 10/- each.
(xi) 58,70,00,000 Series B compulsorily convertible preference shares of face value of INR 10/- each.
(xii) 76,50,00,000 Series C compulsorily convertible preference shares of face value of INR 10/- each.
(xiii) 96,20,00,000 Series D compulsorily convertible preference shares of face value of INR 10/- each.
(xiv) 98,50,00,000 Series E compulsorily convertible preference shares of face value of INR 10/- each.
(xv) 1,37,90,00,000 Series F compulsorily convertible preference shares of face value of INR 10/- each.
(xvi) 98,10,00,000 Series G compulsorily convertible preference shares of face value of INR 10/- each.
(xvii) 70,00,00,000 Series H compulsorily convertible preference shares of face value of INR 10/- each.

We further report that during the period under review, the following specific events/actions having a major bearing on the affairs of the Company took place in pursuance of the applicable laws, rules, regulations and guidelines:

(i) The Company changed its name from "Kiranakart Technologies Private Limited" to "Zepto Private Limited". Consequently, Clause I of the Memorandum of Association (MOA) and the Articles of Association (AOA) of the Company were amended to reflect the new name and business activities carried on by the Company. The process was completed on April 16, 2025, and the Company received a fresh Certificate of Incorporation in the new name from the Registrar of Companies.

Pursuant to the conversion of the Company into a Public Limited Company, the name of the Company was further changed to "Zepto Limited" by deletion of the word "Private". The process was completed on December 08, 2025, and the Company received a fresh Certificate of Incorporation in the new name from the Registrar of Companies.

(ii) The Company initiated the process for undertaking an Initial Public Offering ("IPO") comprising a fresh issue of Equity Shares out of the authorized share capital of the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company ("Offer for Sale"), collectively referred to as the "Offer". In this regard, the Company confidentially filed the Pre-Filed Draft Red Herring Prospectus dated December 26, 2025.

The Company received in-principle approval from the National Stock Exchange of India Limited and BSE Limited on February 03, 2026, and further received in-principle approval from the Securities and Exchange Board of India ("SEBI") on May 08, 2026. Pursuant to the IPO, the Equity Shares of the Company are proposed to be listed on the National Stock Exchange of India Limited and BSE Limited.

We further report that during the audit period:

a) Minutes of Board, Committees of Boards, and General Meetings have been drafted in due time and signed.
b) The Company has complied with the requirements relating to maintenance of Structured Digital Database ("SDD") under the applicable provisions of SEBI Regulations and has implemented appropriate software for maintaining and monitoring the same.
c) The Company has altered its Memorandum of Association by reclassifying the authorized share capital of the Company.

d) The Company has altered its Articles of Association during the year.
e) Some of the Statutory Returns filed with the ROC beyond the prescribed date and complied with additional fees.

For M/s. DMJ & Partners
(Formerly known as "Jain & Vishwakarma")
Company Secretaries

Sd/-

Priyanka Jain
Partner
Membership No.: F11881
C. P. No.: 18217
UDIN: F011881H001183691

Date: 21.08.2026
Place: Mumbai

Annexure-I

To,
The Members,
ZEPTO LIMITED (Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Our report of event date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to ZEPTO LIMITED (hereinafter called 'Company') (Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.

3. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion for the purpose of Issue of Secretarial Audit Report.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. The Secretarial Audit report 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 M/s. DMJ & Partners
(Formerly known as "Jain & Vishwakarma")

Sd/-

Priyanka Jain
Partner
Membership No.: F11881
C. P. No.: 18217
UDIN: F011881H001183691

Date: 21.08.2026
Place: Mumbai

ANNEXURE 3

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: **Nil**

Contracts/arrangements/transactions entered by the Company during the Financial Year with related parties were in the ordinary course of business and on at arm's length basis.

2. Details of material contracts or arrangements or transactions on an arm's length basis

(Amount in INR)

(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts / arrangements / transactions	(c) Duration of the contracts / arrangements / transactions	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	(e) date(s) of approval by the Board if any	(f) transaction value during the year, if any (in millions)
Kiranakart Wholesale Private Limited (Wholly owned subsidiary company)	Cross charge of Expenses	2025-26	Sec 188	31/03/2026	78.63
Kiranakart Wholesale Private Limited (Wholly owned subsidiary company)	Income from service	2025-26	Sec 188	31/03/2026	54.98
Zepto Marketplace Private Limited (Wholly owned subsidiary company)	Advertisement Fee	2025-26	Sec 188	31/03/2026	1897.33
Zepto Marketplace Private Limited (Wholly owned	Administrative support services	2025-26	Sec 188	31/03/2026	642.22

subsidiary company)					
Zepto Marketplace Private Limited (Wholly owned subsidiary company)	Cross Charge of Expense	2025-26	Sec 188	31/03/2026	*3447.18*
Zavrix Realty Private Limited *(formerly known as Zepto Property Management Private Limited)* (Wholly owned subsidiary company)*	Cross charge of expense	2025-26	Sec 188	31/03/2026	0.50
Quvora Software Solutions Private Limited *(formerly known as Kiranakart Software Solutions Private Limited)* (Wholly owned subsidiary company)*	Cross charge of expense	2025-26	Sec 188	31/03/2026	0.50

* These entities were disassociated as subsidiaries of the company effective March 20, 2026. The transaction value mentioned till that period.

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

Annexure 4

Format for the Annual Report on CSR Activities to be Included in the Board's Report For Financial Year 2025-2026

1. Brief outline on CSR Policy of the Company:

The Company's endeavours are aimed at making CSR one of the key focus areas to adhere to global interest in environment and society that focuses on making a positive contribution to society through effective impact and sustainable development programs.

The Company identifies its accountability for the impact of its activities on society as well the environment and endeavours to undertake its business operations in a responsible manner.
The CSR Policy is aimed to provide transparency of the CSR activities to be undertaken by the Company, as and when applicable.

The Company considers the interests of its stakeholders, compliance with applicable laws and respects Human Rights.

CSR has always been one of the important aspects of the business of the Company. The Company's CSR activities shall focus on bringing about inclusive growth in society while meeting compliance requirements as may be applicable from time to time.

The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities, as and when applicable.

2. Composition of CSR Committee:

Name	Position on the Committee	Designation
Kaivalya Vohra	Chairperson	Director
Paul Hudson	Member	Non-Executive Director
Anulakshmi Hariharan	Member	Independent Director

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.zepto.com

4. Provide the details of Impact Assessment of CSR Projects carried out in pursuance of sub rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl No.	Financial year	Amount available to set-off from the preceding financial years (in INR)	Amount required to be set off for the financial year, if any (in INR)
Nil			

6. Average net profit of the company as per section 135(5): Average net profit of last 3 years is not positive hence the company is not required to contribute/spend towards CSR activity in the current year.

7. (a) **Two percent of average net profit of the company as per section 135(5):** NIL

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): NIL

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Nil					

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
NIL												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
NIL									

(d) Amount spent in Administrative Overheads: NIL

(e) **Amount spent on Impact Assessment, if applicable: NIL**
(f) **Total amount spent for the Financial Year (8b+8c+8d+8e): NIL**
(g) **Excess amount for set off, if any**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	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 programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. **(a) Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
NIL								

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**

(a) **Date of creation or acquisition of the capital asset(s):** None
(b) **Amount of CSR spent for creation or acquisition of capital asset:** NIL
(c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc:** N.A
(d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** N.A

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** N.A

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

Annexure 5

Disclosure as per rule12(9) of the Companies (share Capital and Debentures) Rules, 2014

Sr no.	Particulars	Zepto Share Option Plan I ("ESOP Plan")
1	Options granted during the year	49,06,21,412
2	Options vested during the year	50,21,92,327
3	Options exercised during the year	13,03,866
4	The total number of shares arising as a result of exercise of option during the year	10,00,000
5	Options lapsed/cancelled during the year	10,65,27,406
6	The exercise price	Nil
7	Variation of terms of options	Nil
8	Money realized by exercise of options	Nil
9	Total number of options in force/Outstanding as on the year end	1,15,97,18,133
10	Employee wise details of options granted to;- i. key managerial personnel ii. any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. iii. identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	NA

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

Annexure 6

Disclosure pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration paid to the Directors in Financial Year 2026 is as follows:

1. Remuneration to Directors:

Name	Designation	Gross Remuneration (INR Mn)	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	The percentage increase in remuneration in the financial year
Aadit Palicha	Managing Director and Chief Executive Officer	27.36	27.71 times	0%
Kaivalya Vohra	Whole-Time Director	26.13	26.46 times	0%
Ramesh Bafna	Whole-Time Director and Chief Financial Officer	38.50	38.99 times	0%
Paul Hudson*	Nominee Director	Nil	Nil	Nil
Akhil Gupta	Independent Director	9.75	9.87 times	0%
Anulakshmi Hariharan**	Independent Director	NIL	NIL	NIL
Samad Shariff	Company Secretary and Compliance Officer	6.56	6.64 times	8%

*The Non-Executive Nominee Director, Paul Hudson is not entitled to any remuneration or sitting fees for attending meetings of our Board and committees thereof. He was not paid any remuneration in Fiscal 2026.
**Anulakshmi Hariharan is not entitled to any remuneration or sitting fees for attending meetings of our Board and committees thereof. However, she is entitled to reimbursement of expenses with respect to attending meetings of our Board and committees thereof, including flight, transport and hotel stays. She was not paid any remuneration in Fiscal 2026.

Further, the Company has not paid any sitting fees to any of the Directors during Financial Year 2025-26.

2. **The percentage increase in the median remuneration of employees during the financial year:** 1.9%

3. **The number of permanent employees on the rolls of company:** 5,218

4. **Average percentile increase already made in 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: NA**

5. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

The Company affirms that the remuneration paid is as per the remuneration policy of the Company.

Date: August 23, 2026
Place: Bengaluru

FOR ZEPTO LIMITED
(Formerly known as Zepto Private Limited and Kiranakart Technologies Private Limited)

Sd/-
AADIT KAVIT PALICHA
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER
DIN: 10904332

Sd/-
KAIVALYA VOHRA
WHOLETIME DIRECTOR
DIN: 09298721

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

INDEPENDENT AUDITOR'S REPORT

To the Members of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2026, the standalone Statement of Profit and Loss, including Other Comprehensive Income, the standalone Cash Flow Statement and the standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information, which includes Zepto Employee Stock Option Trust ("Trust") (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the 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, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone 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 standalone 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 audit opinion on the standalone financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report but, does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

S.R. Batliboi & Associates LLP Bengaluru

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 standalone 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting 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 standalone 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.

S.R. Batliboi & Associates LLP Bengaluru

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone 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 controls 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.

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 sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. 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;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except as disclosed in note 45 of the standalone financial statements, for the matters stated in paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, the standalone Cash Flow Statement and standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 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;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this Report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);

   (i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer note 31(ii) to the standalone financial statements;

S.R. Batliboi & Associates LLP Bengaluru

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026;

iv. (a) The management has represented that, to the best of its knowledge and belief, 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, whether, 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;

(b) The management has represented that, to the best of its knowledge and belief, 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, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement;

v. No dividend has been declared or paid during the year by the Company;

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account and certain other support software applications including third-party operated software applications for purchase and inventory management, revenue management, payout calculation, management of indirect taxes, payroll management, intangibles management and lease accounting that has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, for one accounting software and one other third- party operated software application for the management of indirect taxes, as described in note 45 to the standalone financial statements. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with respect to these software applications where audit trail has been enabled. Additionally, for these applications the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828XADAKZ8647

Place: Bengaluru
Date: May 28, 2026

Annexure 1 referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(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.

(b) All the property, plant and equipment have not been physically verified by the management during the year but there is regular programme of verification over three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year ended March 31, 2026.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management except for inventories lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory have been noted on such verification. Inventories lying with third parties have been confirmed by such third parties as at March 31, 2026 and there were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.

(b) As disclosed in note 15(i) to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the audited books of accounts of the Company. The Company does not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.

(iii) (a) During the year, the Company has provided loans aggregating to Rs. 15,606.05 million to it's wholly owned subsidiary companies and the balance outstanding as at March 31, 2026 is Rs. Nil. Other than above, the Company has not provided any other loans, advances in the nature of loans, provided guarantee or provided security to companies, firms, limited liability partnerships or any other parties.

(b) During the year the investments made, and the terms and conditions of the investments made, grant of all loans, are not prejudicial to the Company's interest. During the year, the Company has not provided advances in the nature of loans, guarantee or provided security to companies, firms, limited liability partnerships or any other parties.

S.R. Batliboi & Associates LLP Bengaluru

(c) The Company has granted loans during the year to wholly owned subsidiary companies where the schedule of repayment of principal and payment of interest has been stipulated (i.e on demand) and the repayment or receipts are regular.

(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) There were no loans granted to companies which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) As disclosed in note 9(v) and note 30 to the standalone financial statements, the Company has granted loans, repayable on demand aggregating to Rs. 15,606.05 million to wholly owned subsidiary companies. The Company has not granted any other loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, limited liability partnerships or any other parties.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 of the Companies Act, 2013, as amended ("the Act") are applicable. Further, according to the information and explanations given to us, provisions of sections 186 of the Act, in respect of loans and investments have been complied with by the Company. There are no guarantees and security in respect of which provisions of sections 186 of the Act are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is so far as it relates to guarantees and security is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Act, for the products/ services of the Company.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases of provident fund and professional tax.

According to the information and explanations given to us and based on audit procedures performed by us, there are no undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable.

S.R. Batliboi & Associates LLP
Bengaluru

(b) According to the records of the Company, the dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in millions)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act,1961	Income tax	43.32	FY 2021-22	Commissioner of Income-tax (Appeals), National Faceless Appeal Centre.
Income Tax Act,1961	Income tax	77.12	FY 2021-22	Income Tax Appellate Tribunal
Income Tax Act,1961	Income tax	366.22	FY 2022-23	Commissioner of Income-tax (Appeals), National Faceless Appeal Centre.
Income Tax Act,1961	Income tax	40.87	FY 2023-24	Commissioner of Income-tax (Appeals), National Faceless Appeal Centre.
The Tamil Nadu Goods and Services Tax Act, 2017	Goods and Services Tax	16.23	FY 2022-23	Office of Commercial Tax Officer, Tamil Nadu
The Tamil Nadu Goods and Services Tax Act, 2017	Goods and Services Tax	1.11	FY 2023-24	Office of Commercial Tax Officer, Tamil Nadu
The Haryana Goods and Services Tax Act, 2017	Goods and Services Tax	0.32	FY 2023-24 and FY 2024-25	Office of the Assistant Commissioner

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans raised during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

S.R. Batliboi & Associates LLP Bengaluru

(x) (a) The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments). Hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has complied with provisions of sections 42 and 62 of the Act in respect of the private placement of compulsory convertible preferential shares during the year. The amount raised, have been used for the purposes for which the funds were raised except for surplus funds amounting to Rs. 16,974.58 million which were not required for immediate utilization and which have been gainfully invested in liquid investments payable on demand. The maximum amount of surplus funds invested during the year was Rs. 16,974.58 million, of which Rs. 3,972.79 million was outstanding at the end of the year.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(b) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) to 3(xii)(c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or person connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses amounting to Rs. 30,460.57 million in the current year and amounting to Rs. 31,050.17 million in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on clause 3(xviii) of the Order is not applicable to the Company.

S.R. Batliboi & Associates LLP
Bengaluru

(xix) On the basis of the financial ratios disclosed in note 43 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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 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.

(xx) The provisions of section 135 to the Act in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W/E300004

Kaustav Ghose

S. R. Batliboi & Associates LLP Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828XADAKZ8647

Place: Bengaluru
Date: May 28, 2026

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited).

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statement of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) (the "Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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("ICAI"). 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 the 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 these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these standalone financial statements was 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 these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone 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 standalone 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 internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to standalone financial statements includes 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

S.R. Batliboi & Associates LLP Bengaluru

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828XADAKZ8647

Place: Bengaluru
Date: May 28, 2026

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Standalone Balance Sheet as at March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment (net)	4	8,773.08	8,905.83
Capital work in progress (CWIP)	5	403.56	44.18
Right-of-use (ROU) assets	6	24,395.48	20,674.01
Intangible assets (net)	7	563.27	40.33
Intangibles assets under development	8	94.40	-
Financial assets			
Investments	9(i)(a)	27,031.33	1,550.63
Other financial assets	9(vi)	1,701.39	5,762.62
Income tax assets (net)	10	663.69	668.90
Other non-current assets	11	51.87	177.93
Total non-current assets		**63,678.07**	**37,824.43**
Current assets			
Inventories	12	8,844.97	5,994.13
Financial assets			
Investments	9(i)(b)	37,961.92	43,719.91
Trade receivables	9(ii)	22,291.40	17,581.51
Cash and cash equivalents	9(iii)	4,016.68	1,595.88
Bank balances other than cash and cash equivalents	9(iv)	4,638.83	3,971.43
Loans	9(v)	-	84.90
Other financial assets	9(vi)	14,209.85	28,875.58
Other current assets	11	2,177.22	5,182.34
Total current assets		**94,140.87**	**107,005.68**
Total assets		**157,818.94**	**144,830.11**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	12,753.16	12,582.51
Share suspense account	13	-	-
Instruments entirely equity in nature	13	69,713.65	63,105.89
Other equity	14	8,835.28	23,621.13
Total equity		**91,302.09**	**99,309.53**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15(i)	-	-
Lease liabilities	15(ii)	21,209.21	18,030.34
Provisions	17	260.51	224.15
Total non-current liabilities		**21,469.72**	**18,254.49**
Current liabilities			
Financial liabilities			
Borrowings	15(i)	-	-
Lease liabilities	15(ii)	5,172.51	3,445.00
Trade payables	15(iii)		
total outstanding dues of micro enterprises and small enterprises		5,436.20	4,600.02
total outstanding dues of creditors other than micro enterprises and small enterprises		25,727.17	14,936.33
Other financial liabilities	15(iv)	6,725.59	2,944.97
Other current liabilities	16	1,723.81	995.61
Provisions	17	261.85	301.35
Current tax liabilities (net)		-	42.81
Total current liabilities		**45,047.13**	**27,266.09**
Total liabilities		**66,516.85**	**45,520.58**
Total equity and liabilities		**157,818.94**	**144,830.11**
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Place: Bengaluru
Date: May 28, 2026

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Standalone Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from operations	18	186,950.61	91,649.90
Other income	19	5,762.95	5,037.69
Total income (i)		**192,713.56**	**96,687.59**
EXPENSES			
Purchase of traded goods	20	153,921.15	81,746.52
Change in inventories of traded goods	21	(2,850.84)	(4,765.43)
Delivery and handling expense	22	30,463.41	15,989.34
Employee benefits expense	23	14,020.35	10,951.16
Finance costs	24	2,559.02	1,351.12
Depreciation and amortisation expense	25	8,383.42	3,917.77
Other expenses	26	27,322.75	27,551.32
Total expenses (ii)		**233,819.26**	**136,741.80**
Loss before exceptional items and tax [(iii) = (i) - (ii)]		**(41,105.70)**	**(40,054.21)**
Exceptional items (iv)	27	49.97	(6,492.43)
Loss before tax [(v) = (iii) - (iv)]		**(41,155.67)**	**(33,561.78)**
Income tax expense			
Current tax	37	-	42.81
Deferred tax		-	-
Total tax expense (vi)		-	**42.81**
Loss for the year [(vii) = (v) - (vi)]		**(41,155.67)**	**(33,604.59)**
Other comprehensive income/ (loss) ('OCI'), net of tax			
Items that will not be reclassified to profit or loss in subsequent periods:			
Re-measurement income/ (loss) on defined benefit obligation	35(b)	161.31	(68.21)
Other comprehensive income/ (loss) for the year, net of tax (viii)		**161.31**	**(68.21)**
Total comprehensive loss for the year, net of tax [(ix) = (vii) + (viii)]		**(40,994.36)**	**(33,672.80)**
Loss per equity share of face value ₹ 5 each (March 31, 2025: ₹ 5 each)			
Basic and diluted earnings per share (in ₹)	28	(3.52)	(2.60)
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Standalone Statement of Changes in Equity for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

(a) Equity share capital (Refer note 13)

	No. of shares	Amount
Issued, subscribed and fully paid up share capital		
Equity shares of ₹ 5 each (March 31, 2025: ₹5 each)		
As at April 1, 2024	-	-
Add: Issue of right equity shares during the year	3,380,209	33.80
Add: Issue of bonus shares during the year	7,090,393,750	70,903.94
Less: Cancellation of equity shares on account of common control transaction	(7,093,773,959)	(70,937.74)
Add: Issue of equity shares on account of common control transaction	2,516,502,528	12,582.51
As at March 31, 2025	**2,516,502,528**	**12,582.51**
Add: Issue of equity shares of ₹ 5 each during the year (refer note 36)	942,539,085	4,712.70
Less: Shares held by ESOP Trust (treasury shares, net of exercise) (refer note 36)	(941,539,085)	(4,707.70)
Add: Conversion of OCRPS into equity share capital during the year (refer note 13)	5,853,905	29.27
Add: Conversion of CCPS into equity share capital during the year (refer note 13)	27,275,556	136.38
As at March 31, 2026	**2,550,631,989**	**12,753.16**

(b) Instruments entirely equity in nature (Refer note 13)

	No. of shares	Amount
i) 0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each		
As at April 1, 2024	-	-
Add: Issue of CCPS during the year	996,819	9.95
Add: Issue of CCPS on account of common control transaction	6,291,561,304	62,915.62
As at March 31, 2025	**6,292,558,123**	**62,925.57**
Add: Issue of CCPS during the year	678,839,910	6,788.40
Add: CCPS called up during the year (refer note 13)	-	0.02
Less: Conversion of CCPS into equity share capital during the year (refer note 13)	(33,125)	(0.34)
As at March 31, 2026	**6,971,364,908**	**69,713.65**
ii) 0.01% Optionally Convertible Redeemable Preference Shares ('OCRPS') of ₹ 10 each		
As at April 1, 2024	**24,546**	*
Add: Reclassified during the year refer note 15(i)(C))		
0.01% Series A OCRPS	8,182	60.11
0.01% Series B OCRPS	16,364	120.21
As at March 31, 2025	**24,546**	**180.32**
Less: Conversion of OCRPS into equity share capital during the year (refer note 13)	(24,546)	(180.32)
As at March 31, 2026	-	-
Total		
As at March 31, 2025	6,292,582,669	63,105.89
As at March 31, 2026	6,971,364,908	69,713.65

*Value less than ₹ 0.01 million

(c) Share suspense account (Refer note 13)

	No. of shares	Amount
(i) Equity shares of ₹ 5 each		
As at April 1, 2024	**2,489,984,198**	**12,449.92**
Add: Issued on account of common control transaction	26,518,330	132.59
Less: Issue of equity shares on account of common control transaction	(2,516,502,528)	(12,582.51)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
(ii) Instruments entirely equity in nature (0.01% Compulsorily Convertible Preference Shares ("CCPS") of ₹ 10 each)		
As at April 1, 2024	**4,423,149,380**	**44,231.50**
Add: Issued on account of common control transaction	1,868,411,924	18,684.12
Less: Issue of CCPS on account of common control transaction	(6,291,561,304)	(62,915.62)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
Total		
As at March 31, 2025	-	-
As at March 31, 2026	-	-

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Zepto Limited

(d) Other equity (Refer note 14)

For the year ended March 31, 2025

Particulars	Reserves and surplus							
	Retained earnings	Securities premium	Foreign currency translation reserve (FCTR)	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Re-measurement gain/ (loss) on defined benefit obligation	Total
As at April 1, 2024	**(29,094.95)**	**-**	**454.24**	**(11,927.14)**	**1,141.29**	**-**	**(35.50)**	**(39,462.06)**
Loss for the year	(33,604.59)	-	-	-	-	-	-	(33,604.59)
Other comprehensive income	-	-	-	-	-	-	(68.21)	(68.21)
Total comprehensive income for the year	**(33,604.59)**	**-**	**-**	**-**	**-**	**-**	**(68.21)**	**(33,672.80)**
Issue of right equity shares	-	89,488.54	-	-	-	-	-	89,488.54
Issue of CCPS (refer note 13)	-	31,493.28	-	-	-	-	-	31,493.28
Utilisation for bonus issue	-	(70,903.94)	-	-	-	-	-	(70,903.94)
Share issue expenses	(89.84)	(54.38)	-	-	-	-	-	(144.22)
Fair value of share warrant	-	-	-	-	-	32.21	-	32.21
Capital contribution from shareholder (refer note 26)	-	-	-	-	-	132.77	-	132.77
Premium towards OCRPS reclassification	-	67.26	-		-	-	-	67.26
Effect of common control transaction (refer note 39)								
Reserves arising on account of common control transaction	-	-	(65.90)	62,243.11	-	-	-	62,177.21
Cancellation of securities premium	-	(18,584.60)	-	-	-	-	-	(18,584.60)
Repurchase of stock options	-	-	-	-	(213.26)	-	-	(213.26)
Adjustment on common control transaction	-	-	-	-	(23.72)	-	-	(23.72)
Share based payment expense	-	-	-	-	3,234.46	-	-	3,234.46
Reclassification of FCTR on account of common control transaction	-	-	(388.34)	388.34	-	-	-	-
Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	58,967.88	(31,506.16)	-	(27,461.72)	-	-	-	-
As at March 31, 2025	**(3,821.50)**	**-**	**-**	**23,242.59**	**4,138.77**	**164.98**	**(103.71)**	**23,621.13**

For the year ended March 31, 2026

Particulars	Reserves and surplus							
	Retained earnings	Securities premium	Foreign currency translation reserve (FCTR)	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Re-measurement gain/ (loss) on defined benefit obligation	Total
As at April 1, 2025	**(3,821.50)**	**-**	**-**	**23,242.59**	**4,138.77**	**164.98**	**(103.71)**	**23,621.13**
Loss for the year	(41,155.67)	-	-	-	-	-	-	(41,155.67)
Other comprehensive income	-	-	-	-	-	-	161.31	161.31
Total comprehensive income for the year	**(41,155.67)**	**-**	**-**	**-**	**-**	**-**	**161.31**	**(40,994.36)**
Issue of CCPS (refer note 13)	-	18,828.78	-	-	-	-	-	18,828.78
Proceeds on conversion of partly paid Series I D CCPS to fully paid Series I D CCPS	-	75.78	-	-	-	-	-	75.78
Conversion of OCRPS and CCPS into equity share capital (refer note 13)	-	15.01	-	-	-	-	-	15.01
Capital contribution from shareholder (refer note 26)	-	-	-	-	-	1,724.52	-	1,724.52
Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	-	-	-	-	(0.70)	(4.30)	-	(5.00)
Share based payment expense	-	-	-	-	5,569.42	-	-	5,569.42
As at March 31, 2026	**(44,977.17)**	**18,919.57**	**-**	**23,242.59**	**9,707.49**	**1,885.20**	**57.60**	**8,835.28**

Summary of material accounting policies (refer note 2.2)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Standalone Statement of Cash Flows for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities		
(Loss) before tax as per standalone statement of profit and loss	**(41,155.67)**	**(33,561.78)**
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation and amortisation expenses	8,383.42	3,917.77
Interest income	(4,033.31)	(3,248.01)
Gain on sale of business under slump sale	-	(2,376.79)
Gain on sale of user database (unrecognised intangible assets)	-	(4,686.82)
Gain on sale of mutual fund units (net)	(784.02)	(840.45)
Provision for gratuity expenses (including exceptional items)	174.67	90.34
Interest on defined benefit obligation	20.67	9.08
Compensated absences expenses	(38.72)	272.38
Provision for doubtful debts and advances	73.84	54.23
Fair value gain on mutual fund units and bonds	(26.71)	(776.86)
Fair value loss on financial instruments at fair value through profit or loss	1,724.52	273.30
Gain on termination of lease contracts	(141.55)	(53.34)
Interest on borrowings	0.64	92.14
Interest on lease liabilities	2,510.66	1,246.64
Sundry assets written off	332.71	63.04
Liability no longer required written back	(20.66)	-
Share based payment expense	4,272.46	2,561.80
Operating loss before working capital adjustments	**(28,707.05)**	**(36,963.33)**
Working capital adjustments:		
Increase in trade payables	11,647.68	16,339.97
Increase/ (decrease) in provisions	1.55	(48.23)
Increase in other financial liabilities	4,629.78	1,211.46
Increase in other liabilities	728.20	808.18
Decrease/ (increase) in other financial assets	4,101.79	(4,614.45)
Decrease/ (increase) in other assets	2,960.78	(2,870.16)
(Increase) in trade receivables	(4,769.94)	(14,606.23)
(Increase) in inventories	(2,850.84)	(4,765.43)
Cash (used in) operating activities before taxes	**(12,258.05)**	**(45,508.22)**
Income tax paid (net of refund)	(29.28)	(631.61)
Net cash (used in) operating activities (A)	**(12,287.33)**	**(46,139.83)**
Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work in progress, intangible assets, intangibles under development, capital advances and payable for capital goods)	(5,122.94)	(7,536.99)
Proceeds from sale of property plant and equipment	41.53	-
Payment for acquiring ROU assets	(28.67)	(69.52)
Investment in subsidiaries	(25,500.70)	(1,539.63)
Proceeds from disposal of subsidiaries	20.00	-
Loan (given) to subsidiaries	(15,606.05)	(16,727.95)
Loan repaid by subsidiaries	15,690.95	16,643.05
Interest received	4,270.75	1,575.66
Redemption from bank deposits (net)	14,643.32	(24,063.06)
Proceeds from mutual fund units	161,865.15	108,998.29
Investments in mutual fund units	(141,195.72)	(131,160.54)
Investments in bonds (net)	(996.12)	-
Investments in commercial paper (net)	(12,690.21)	(19,940.35)
Net cash (used in) investing activities (B)	**(4,608.70)**	**(73,821.04)**
Cash flows from financing activities		
Proceeds from issue of equity shares on account of common control transaction	-	264.25
Proceeds from issue of CCPS on account of common control transaction	-	80,795.56
Proceeds from issuance and called up CCPS (refer note 13)	25,692.98	31,503.23
Share issue expenses	-	(144.22)
Proceeds from OCRPS		67.47
Repayment of non-convertible debentures	-	(971.95)
Repayment of borrowings	-	(664.34)
Interest paid on borrowings	(0.64)	(92.14)
Principal payment of lease liabilities	(3,864.85)	(1,605.28)
Interest payment of lease liabilities	(2,510.66)	(1,246.64)
Net cash generated from financing activities (C)	**19,316.83**	**107,905.94**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**2,420.80**	**(12,054.93)**
Cash and cash equivalents at the beginning of the year	1,595.88	13,650.81
Cash and cash equivalents at the end of the year (refer note 9(iii))	**4,016.68**	**1,595.88**

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Notes:

1. Change in liabilities arising from financing activities

Particulars	Opening balance	Cash flows	Non-cash movement	Closing balance
March 31, 2026				
Lease liabilities (refer note 29)	21,475.34	(6,546.65)	11,453.03	26,381.72
Total liabilities from financing activities	**21,475.34**	**(6,546.65)**	**11,453.03**	**26,381.72**
March 31, 2025				
Optionally convertible redeemable preference shares (including fair value change)	79.85	67.47	(147.32)	-
Non-convertible redeemable debentures	971.95	(971.95)	-	-
Term loan	404.34	(404.34)	-	-
Working capital loan	260.00	(260.00)	-	-
Lease liabilities (refer note 29)	3,421.14	(2,851.92)	20,906.12	21,475.34
Total liabilities from financing activities	**5,137.28**	**(4,420.74)**	**20,758.80**	**21,475.34**

2. Non-cash investing activities

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Additions of ROU assets	12,084.86	20,474.82
Net gain arising on financial assets measured at FVTPL	26.71	776.86

Refer note 13 for issue of bonus shares without any consideration.

The above statement of cash flows has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS) 7 Statement of Cash flows.

Summary of material accounting policies (refer note 2.2)

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

1. Corporate information

The Company is a public company domiciled in India and was incorporated on December 5, 2020 under the provisions of the Companies Act, 2013. The registered office of the Company is located at Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072. Pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 12, 2025, the Company changed its name from Kiranakart Technologies Private Limited to Zepto Private Limited and subsequently the Company has converted from Private Limited Company to Public Limited Company pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 21, 2025, and the name of the Company has changed to Zepto Limited, pursuant to a certificate of incorporation by the Registrar of Companies on December 8, 2025.

The Company is engaged in (i) licensing of intellectual property viz., brand 'Zepto' and several digital assets which have been designed, developed and owned by the Company including mobile application under the name and style of "Zepto" and website "www.zepto.com" (website and mobile application together known as "Zepto Platform") and technology support thereof to the Platform Licensees (ii) trading of consumer goods on a business- to- business ("B2B") basis (iii) logistic services such as storing, sorting, picking, packing, handling and delivery of consumer goods to the end consumers on behalf of third parties on B2B basis and other business support services and (iv) revenue from advertisements.

The Board of Directors of the Company, in its meeting held on October 3, 2024, approved the scheme of amalgamation and arrangement under sections 230-232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Kiranakart Pte. Limited ("KKPTE") with the Company ("Scheme"). The aforesaid scheme was sanctioned by Hon'ble National Company Law Tribunal (NCLT) Mumbai Bench vide order dated January 9, 2025 and Singapore bench vide order dated January 27, 2025. The Scheme has become effective on February 4, 2025 upon filing of the certified copy of the orders passed by NCLT with the relevant Registrar of Companies. All the assets, liabilities, reserves and surplus of the Amalgamating Company have been transferred to and vested in the Company. The appointed date is February 4, 2025. Also refer note 39 to the standalone financial statements for the year ended March 31, 2026.

As a part of an internal restructuring pursuant to the Business Transfer Agreement ("BTA") executed on March 20, 2025 between Zepto Limited ("the Company" or "Seller" or "the Transferor Company") and Zepto Market Place Private Limited ("Buyer" or "the Transferee Company"), the Seller transferred and the buyer acquired, the Zepto Platform by way of a slump sale on a going concern basis effective January 13, 2025. Also refer note 42 to the standalone financial statements for the year ended March 31, 2026.

The standalone financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Company on May 28, 2026.

The standalone financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Company.

2. Material accounting policies

2.1 Statement of compliance and basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) read with section 133 of the Companies Act, 2013 ("the Act") and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The standalone financial statements have been prepared on a historical cost basis and on the accrual basis, except for share-based payments, defined benefit plan and certain financial assets and liabilities, which are measured at fair value (refer accounting policy regarding financial instruments).

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.
The standalone financial statements are presented in Indian Rupees ('₹') and all values are rounded off to the nearest millions, except when otherwise indicated.

Going concern

While the Company has incurred a loss of ₹ 41,155.67 for the year ended March 31, 2026 (March 31, 2025: ₹ 33,604.59), its current assets exceeded its current liabilities by ₹ 49,093.74 (March 31, 2025: ₹ 79,739.59). The board of directors have considered the financial position of the Company as at March 31, 2026, the projected cash flows and financial performance of the Company for at least twelve months from the date of approval of these standalone financial statements. The board of directors have taken adequate steps such as raising additional funds, generation of cash flow from operations that it needs to settle its liabilities as they fall due and optimizing the working capital requirements to ensure that

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appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations. Accordingly, these standalone financial statements have been prepared on going concern and do not include any adjustments relating to the recoverability and classification of recorded assets, or to amounts and classification of liabilities.

2.2 Summary of material accounting policies

a. Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Common control business combination refers to a business combination involving companies in which all the combining companies are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving companies or businesses under common control have been accounted for using the pooling of interest method. The assets, liabilities and reserves of the combining companies are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of share capital of the entities acquired is transferred to capital reserve in case of credit balance and amalgamation adjustment deficit account in case of debit balance and presented separately from other reserves within equity.

b. Investment in subsidiaries

A subsidiary is an entity that is controlled by another entity. The Company's investments in its subsidiaries are accounted at cost, less any impairment.

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the standalone statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the investment. A reversal of an impairment loss is recognised immediately in standalone statement of profit or loss.

c. Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle.

d. Foreign Currencies

The Company's standalone financial statements are presented in ₹ which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

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Exchange differences arising on settlement or translation of monetary items are recognised in the standalone statement of profit and loss.

Non-monetary items that are measured in historical cost in a foreign currency are translated using the exchange rates as 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 Other Comprehensive Income (OCI) or standalone statement of profit and loss are also recognised in OCI or standalone statement of profit and loss, respectively).

e. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

f. Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

(i) Sale of traded goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

Revenue is measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and service tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

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- ***Variable consideration***

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return the goods within a specified period. The rights of return and volume rebate give rise to variable consideration.

➢ *Right to return*
Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability and a right to return asset (and corresponding adjustment to change in inventory) is also recognised for the right to recover products from a customer.

➢ *Volume rebate*
The Company's contracts with customers includes volume-based discounts that qualify as variable consideration. These discounts are contractually agreed and determinable at the outset of the agreement, the discount is reduced from the transaction price and revenue is recognised net of such discounts or rebates.

(ii) Rendering of services

Income from warehousing, packaging and delivery services
Income from warehousing, packaging and delivery service is recognised at a point in time when the products are delivered to the end customers.

Income from advertisement services
Revenue from advertising services is recognized over time during the contractual service period when the services have been performed and rendered.

Income from intellectual property services
Revenue from intellectual property services is recognized as per the contractual service period when the services have been performed and rendered.

(iii) Interest income
Interest income on financial assets (including deposits with banks) is recognised using the effective interest method on a time proportionate basis. Interest income is included in other income in the standalone statement of profit and loss.

(iv) Contract balances

- ***Trade receivables***

A receivable is recognised if an amount of consideration that 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 in section (p) Financial instruments – initial recognition and subsequent measurement.

- ***Contract liabilities***

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

(v) Assets and liabilities arising from right to return

- ***Right to return assets***

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

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- ***Refund liabilities***

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer. The Company's refund liabilities arise from customers' right to return and volume rebates. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

g. Taxes

Tax expense comprises of current tax and deferred tax.

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside standalone statement of profit and loss (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax
Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent 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, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside standalone statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period

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reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to offsets current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to taxes levied by the same taxation at authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets/ other current liabilities in the balance sheet.

h. Property, plant and equipment (PPE)

All items of property, plant and equipment are initially measured at cost, net of accumulated depreciation and impairment losses, if any. Costs include expenditures directly attributable to acquisition of assets. The cost of an item of property, plant and equipment is 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. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognises such parts as individual assets with specific useful lives and depreciation, respectively. Any subsequent cost incurred is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in standalone statement of profit and loss as incurred.

The Company has a policy under which assets are capitalized as of the invoice date or launch date of stores, whichever is later.

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress is carried at cost, net of accumulated impairment loss, if any, 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.

Other indirect expenses incurred relating to newly opened stores, post the store opening stage but prior to its achievement of defined milestone, are considered as pre-operative expenses and disclosed under Leasehold Improvements.

Depreciation on property, plant and equipment is calculated on straight-line basis using the rates arrived at based on the useful life estimated by the management. The identified components, if any, are depreciated over their useful life and the remaining assets are depreciated over the life of the principal asset.

The Company based on technical assessment depreciates certain property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.The management believes the depreciation rates used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, through these rates in certain cases are different from lives prescribed under Schedule II of the Companies Act 2013. The Company has used the following estimated useful lives to provide depreciation on its property, plant and equipment.

Category of assets	Useful life estimated by management	Useful life as per Schedule II
Computers including Computer servers	3 years	3 - 6 years
Furniture and fixtures	5 years	10 years
Office equipment	3-5 years	5 years
Electrical installations and equipment	3-5 years	10 years
Motor vehicles	5 years	8 years

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Leasehold improvements are depreciated over the useful life of 5 years or over the period of the lease, whichever is lower.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in the standalone statement of profit and loss in the year the asset is derecognised.

The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each financial year end.

i. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the standalone statement of profit and loss when it is incurred.

The useful lives of intangible assets are assessed as finite.
Intangible assets with finite lives are amortised over the estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the standalone statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon de-recognition the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Company intangible assets is as below:

Category of assets	Useful life estimated by management
Software	5 years
Technology Development	3 years

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the standalone statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

j. Borrowing costs

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 (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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k. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee
The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- ***Right-of-Use Assets***

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

- ***Lease liabilities***

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is modification, a change in the lease term, a change in the lease payments. (e.g., changes to future payments resulting from a change in an index or rate is used to determine such lease payments) or a change in the assessment of an option to purchase underlying asset.

- ***Short-term leases and leases of low-value assets***

The Company applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease if low-value assets recognition to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

l. Inventories

Inventories are valued at the lower of cost or net realizable value. Costs include purchase costs and other costs incurred in bringing the inventories to their present location and condition. Inventories are primarily accounted for using first-in first-out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Inventories of packing material are valued at cost.
Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realizable value.

m. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the standalone statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the standalone statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

n. 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. The expense relating to a provision is presented in the standalone statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability

A Contingent liability is a possible obligation that arises 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 recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the standalone financial statements, unless the possibility of any outflow in settlement is remote.

Contingent asset

A Contingent asset is a possible asset that arises 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. The Company does not recognize contingent asset since it may result in the recognition of income that may never be realized. Where an inflow of economic benefits is probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

Provisions, contingent liabilities and contingent assets are reviewed at each reporting date.

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o. Retirement and other employee benefits

Defined contribution plan

Retirement benefit, in the form of provident fund, is a defined contribution scheme in respect of which the Company has no obligation other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as expenditure when an employee renders related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for the services received before the balance sheet, then the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

In accordance with applicable laws in India, the Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan"). The Gratuity Plan provides for a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment based on last drawn salary and tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using projected unit credit method. The gratuity scheme is not funded.

Re-measurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the defined benefit liabilities are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to standalone statement of profit and loss in subsequent periods.

Past service costs are recognised in income statement on the earlier of:
- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Interest expense is calculated by applying the discount rate to the net defined benefit liability. The Company recognises the following changes in the net defined benefit obligation under employee benefit expenses in standalone statement of profit and loss:
(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
(ii) Interest expense

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.
The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the standalone statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

p. Share based payments

Share based payments are provided to certain employees of the Company and its subsidiaries in the form of employee share option plan. Pursuant to the implementation of merger scheme dated February 4, 2025, the Company has adopted an employee stock option scheme known as the Zepto Employee Stock Option Plan I ('New Plan') and all options granted under the erstwhile Employee Stock Option Plan ('Old Plan') of KKPTE Equity Plan shall be treated as options granted under the New Plan as if the New Plan were in existence at the time of such grant without any further act on the part of the option holders. The cost of equity settled transactions is determined by the fair value at the date when the grant is made using Black Scholes model.

The cost is recognised in employee benefits expenses for grants to employees of the Company and its subsidiaries, net of amount cross charged to its subsidiaries in respect of employees of its subsidiaries. The cumulative expense recognised 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 or equity instruments that will ultimately vest. The standalone statement of profit and loss expense or credit for a year represents the movement in cumulative expense recognised as at the beginning and end or that period and is recognised in employee benefits expense. The corresponding credit or debit is recoded as share based payment reserve and in line with the guidance for company share based payments.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood or the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Any conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead an immediate expensing or an award unless there are also service and/ or performance conditions.

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No expense is recognised for awards that do not ultimately vest because non-market performance and/ or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

q. 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:

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (f) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

(iii) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

(iv) Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets'. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes investment in subsidiaries, trade receivables, deposits with banks and other financial assets.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the standalone statement of profit and loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to the standalone statement of profit and loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the standalone statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the standalone statement of profit and loss. The Company's financial assets at fair value through profit or loss includes quoted mutual funds included under current financial assets.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

(i) The rights to receive cash flows from the asset have expired, or
(ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.
Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in the following notes:

(i) Disclosures for significant accounting estimates, judgements and assumptions – see section 3

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(ii) Trade receivables – see note 9(ii)

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Supplier financing arrangements

The Company has established a supplier finance arrangement that is offered to the Company's suppliers in India. Participation in the arrangement is at the suppliers' own discretion. Commercial terms with suppliers including price, due date, etc., have not been renegotiated in conjunction with the arrangement and do not depend on whether a supplier chooses to access such arrangements. If suppliers choose to receive early payment, the finance provider provides finance to them at the terms negotiated and agreed between the supplier and the finance provider. In order for the financial institution to pay the invoices, the goods must have been received and the invoices approved by the Company. Payments to suppliers ahead of the invoice due date are processed by the finance provider and, in all cases, the Company settles the amount payable toward original invoice by paying the finance provider in line with the original invoice maturity date. The Company does not incur interest charges on these arrangements. The Company classifies obligations covered under the supplier finance arrangement as trade payable using criteria mentioned in accounting policy.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the standalone statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the standalone statement of profit and loss. This category generally applies to loans and borrowings. For more information refer note 15(i).

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities.

For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the re-classification prospectively from the re-classification date, which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the standalone statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset with the net amount reported in the standalone balance sheet only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

r. Cash and Cash Equivalents

Cash and cash equivalents in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits

s. Cash flow statement

Cash flows are reported using the indirect method, whereby profit 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.

t. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole Company as one segment. Thus, as defined in Ind AS 108 'Operating Segments', the Company's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the standalone balance sheet and the standalone statement of profit and loss. Further, the Company's long-lived assets are all located in India and most of the Company's revenues are derived from India, and hence no geographical information is presented.

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u. Earnings per share

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

v. Treasury Shares

The Company has created an Employee Stock Option Trust (ESOP Trust). The Company uses ESOP Trust as a vehicle for distributing shares to employees under the employee stock option scheme. Share options exercised during the reporting period are satisfied with treasury shares. The Company treats the trust as its extension and shares held by ESOP Trust are treated as treasury shares.

Own equity instruments that are held by the trust are recognized at cost and deducted from equity. No gain or loss is recognized in the standalone statement of profit and loss on the purchase, sale, issue, or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in other equity.

w. Event occurring after balance sheet date

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate standalone financial statements. The Company will adjust the amounts recognised in its standalone financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.3 Changes in accounting policies and disclosures

New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 1, 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have an impact on the Company's standalone financial statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025. the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

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In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees after the reporting period but before the financial statements are approved for issue not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 1, 2025 retrospectively in accordance with Ind AS 8.

The application of Ind AS 1 do not have a material impact on the Company's standalone financial statements.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments:

Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

As a result of implementing the amendments, the Company has provided additional disclosures about its supplier finance arrangement. Please refer to note 15(iii).

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 1, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendments had no impact on the Company's standalone financial statements as the Company is not in scope of the Pillar Two model rules.

2.4 Standards notified but not yet effective

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these new and amended standards, when they become effective.

(i) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability.

In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from FY 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.
- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Company is currently assessing the impact the amendments will have on its standalone financial statements.

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3. Significant accounting estimates, judgements and assumptions

The preparation of the Company's standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the reporting period. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are included in the following notes:

a) Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over the property, plant and equipment's estimated economic useful lives. Management estimates the useful lives of these property, plant and equipment to be within 3 to 5 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amount of the Company's property, plant and equipment at the end of the reporting period is disclosed in note 4 to the standalone financial statements.

b) Employee benefits plan

The cost of the defined benefit gratuity plan, compensated absences and the present value of gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on expected future inflation rates. The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Further details about gratuity obligations are given in note 35 to the standalone financial statements.

c) Income tax and deferred tax

The Company has exposure to income taxes in Indian jurisdiction. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant managements judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

d) Provision for expected credit loss on trade receivables

On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

e) Share based payment

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield, forfeiture rate and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 36.

f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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g) Provision

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

h) Leases-estimating the incremental borrowing rates

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.
The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the Company's credit rating).

i) Provision on inventory

The Company has a defined policy for provision on inventory for each of its business by differentiating the inventory into different categories. The provision on inventory is based on policy, future expectation, inventory categories and current realisable value depending on the category of goods. Historical data is used to make these estimates.

j) Revenue recognition- Estimating variable consideration for returns

The Company estimates variable considerations to be included in the transaction price for the sale of traded goods with rights of return.
The Company developed a statistical model for forecasting sales returns. The model used the historical return data of each product to estimate expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Company.

k) Exceptional items

Exceptional items are amounts described as unusual or non-recurring in nature, which are disclosed separately in the standalone financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to their nature or incidence in the same way as non-exceptional amounts.

l) Other estimates

The preparation of standalone financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of standalone financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

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4 Property, plant and equipment (net)

Particulars	Computers including computer servers	Furniture and fixtures	Office equipment	Electrical installations and equipment	Lease hold improvements*	Motor vehicles	Total
Cost							
As at April 1, 2024	**412.06**	**571.42**	**280.74**	**641.22**	**320.37**	**4.77**	**2,230.58**
Additions during the year	550.36	2,285.75	637.27	4,691.52	628.05	-	8,792.95
Disposals during the year	(39.92)	(28.22)	(9.96)	(47.98)	(101.75)	(0.69)	(228.52)
As at March 31, 2025	**922.50**	**2,828.95**	**908.05**	**5,284.76**	**846.67**	**4.08**	**10,795.01**
Additions during the year	123.68	523.02	519.18	1,270.00	560.14	-	2,996.02
Disposals during the year	(67.70)	(112.08)	(24.10)	(210.98)	(94.10)	(0.58)	(509.54)
As at March 31, 2026	**978.48**	**3,239.89**	**1,403.13**	**6,343.78**	**1,312.71**	**3.50**	**13,281.49**
Accumulated depreciation							
As at April 1, 2024	**183.67**	**170.23**	**77.25**	**192.25**	**149.29**	**0.84**	**773.53**
Charge for the year	217.70	318.92	196.01	429.92	81.55	1.00	1,245.10
Disposals for the year	(3.99)	(16.88)	(5.51)	(25.73)	(77.11)	(0.23)	(129.45)
As at March 31, 2025	**397.38**	**472.27**	**267.75**	**596.44**	**153.73**	**1.61**	**1,889.18**
Charge for the year	265.52	629.51	534.70	1,245.75	188.74	0.82	2,865.04
Disposals for the year	(63.13)	(61.67)	(15.43)	(61.72)	(43.54)	(0.32)	(245.81)
As at March 31, 2026	**599.77**	**1,040.11**	**787.02**	**1,780.47**	**298.93**	**2.11**	**4,508.41**
Net book value							
As at March 31, 2025	**525.12**	**2,356.68**	**640.30**	**4,688.32**	**692.94**	**2.47**	**8,905.83**
As at March 31, 2026	**378.71**	**2,199.78**	**616.11**	**4,563.31**	**1,013.78**	**1.39**	**8,773.08**

* Includes pre-operative store capitalization of ₹ 445.47 during the year ended March 31, 2026 (March 31, 2025: ₹ Nil).

Notes:

(i) The Company did not hold any immovable property during the year ended March 31, 2026 and March 31, 2025.
(ii) The Company had pledged all movable assets to secure the facility availed by the Company (Refer note 15(i))
(iii) Refer note 31 for capital commitments.

5 Capital work in progress (CWIP)

Particulars	Amount
Cost	
As at April 1, 2024	**2.23**
Additions during the year	44.18
Capitalised during the year	(2.23)
As at March 31, 2025	**44.18**
Additions during the year	1,557.76
Capitalised during the year	(1,198.38)
As at March 31, 2026	**403.56**

Capital work in progress ageing schedule

Particulars	Amount in Capital work in progress for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
As at March 31, 2025					
Projects-in-progress	44.18	-	-	-	44.18
Total	**44.18**	-	-	-	**44.18**
As at March 31, 2026					
Projects-in-progress	403.56	-	-	-	403.56
Total	**403.56**	-	-	-	**403.56**

Notes:

(i) The capital work-in-progress constitutes expenses related to stores in pre-operative stage, development expenses of electrical installations and equipment, furniture and fixtures, office equipment and leasehold improvements of the stores/ warehouse premises yet to be operational.
(ii) There are no projects whose completion is overdue or has exceeded its cost compared to its original plan during the year ended March 31, 2026 and March 31, 2025.

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6 Right-of-Use (RoU) assets

Company as a lessee

The Company has entered into lease contracts for premises used for commercial purpose to carryout its business and operations i.e., office buildings, furniture and fixtures, dark stores and warehouses. These lease contracts generally have lease terms between 5 years to 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has applied exemptions as per paragraph 6 of Ind AS 116- Leases with respect to short term leases.

Particulars	Buildings	Total
Cost		
As at April 1, 2024	4,252.70	4,252.70
Additions during the year*	20,474.82	20,474.82
Deletions/ derecognition during the year	(586.84)	(586.84)
As at March 31, 2025	24,140.68	24,140.68
Additions during the year*	12,084.86	12,084.86
Deletions/ derecognition during the year	(3,730.62)	(3,730.62)
As at March 31, 2026	32,494.92	32,494.92
Accumulated depreciation		
As at April 1, 2024	1,083.57	1,083.57
Charge for the year	2,659.47	2,659.47
Deletions/ derecognition during the year	(276.37)	(276.37)
As at March 31, 2025	3,466.67	3,466.67
Charge for the year	5,562.52	5,562.52
Deletions/ derecognition during the year	(929.75)	(929.75)
As at March 31, 2026	8,099.44	8,099.44
Net book value		
As at March 31, 2025	20,674.01	20,674.01
As at March 31, 2026	24,395.48	24,395.48

* Includes prepaid rent arising from discounting of refundable security deposits of ₹ 171.40 during the year ended March 31, 2026 (March 31, 2025: ₹ 382.01).

7 Intangible assets (net)

Particulars	Software	Technology development	Total
Cost			
As at April 1, 2024	65.99	-	65.99
Additions during the year	18.58	-	18.58
Disposals during the year	(18.58)	-	(18.58)
As at March 31, 2025	65.99	-	65.99
Additions during the year	11.53	638.41	649.94
Disposals during the year	-	-	-
As at March 31, 2026	77.52	638.41	715.93
Accumulated amortisation			
As at April 1, 2024	12.46	-	12.46
Charge for the year	13.20	-	13.20
Disposals during the year	-	-	-
As at March 31, 2025	25.66	-	25.66
Charge for the year	15.05	111.95	127.00
Disposals during the year	-	-	-
As at March 31, 2026	40.71	111.95	152.66
Net book value			
As at March 31, 2025	40.33	-	40.33
As at March 31, 2026	36.81	526.46	563.27

8 Intangible assets under development

Intangible assets under development (IAUD) as at March 31, 2026 comprise of technology development cost. These intangible assets have satisfied technological and economic feasibility and significant future economic benefits are expected to arise from these intangible assets.

Particulars	Amount
Cost	
As at April 1, 2024	-
Additions during the year	-
Capitalised during the year	-
As at March 31, 2025	-
Additions during the year	744.34
Capitalised during the year	(649.94)
As at March 31, 2026	94.40

Intangible assets under development ageing schedule

Particulars	Amount in IAUD for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
As at March 31, 2025					
Projects-in-progress	-	-	-	-	-
Total	-	-	-	-	-
As at March 31, 2026					
Projects-in-progress	94.40	-	-	-	94.40
Total	94.40	-	-	-	94.40

Note:
There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2026.

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9 Financial assets

(i) Investments

	As at March 31, 2026	As at March 31, 2025
(a) Non-current		
Unquoted - carried at cost		
Investment in subsidiaries		
Kiranakart Wholesale Private Limited		
117,071 equity shares of ₹ 10 each (March 31, 2025: 103,657 equity shares of ₹10 each) fully paid up (refer note (i) below)	7,001.32	1,500.63
Zepto Marketplace Private Limited		
3,300,898 equity shares of ₹ 10 each (March 31, 2025: 2,000,000 equity shares of ₹10 each) fully paid up (refer note (i) below)	20,020.01	20.00
Zepto Commerce Private Limited		
1,000,000 equity shares of ₹ 10 each (March 31, 2025: 1,000,000 equity shares of ₹ 10 each) fully paid up	10.00	10.00
Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)		
Nil shares (March 31, 2025: 1,000,000 equity shares of ₹ 10 each) fully paid up (refer note (ii) below)	-	10.00
Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited)		
Nil shares (March 31, 2025: 1,000,000 equity shares of ₹ 10 each) fully paid up (refer note (ii) below)	-	10.00
Total	**27,031.33**	**1,550.63**

Notes:

(i) During the year ended March 31, 2026 the Company has invested 13,414 shares (March 31, 2025: 3,657 shares) in its subsidiary, Kiranakart Wholesale Private Limited at a price of ₹ 410,071 per share (March 31, 2025: 410,071 per share) and 1,300,898 shares (March 31, 2025: Nil shares) in its subsidiary Zepto Marketplace Private Limited at a price of ₹ 15,374 per share (March 31, 2025: Nil per share) based on independent valuation report obtained by the subsidiaries.

(ii) During the year ended March 31, 2026, the subsidiaries of the Company, namely Kiranakart Software Solutions Private Limited and Zepto Property Management Private Limited, in their respective Board meetings held on February 16, 2026, approved a change in their legal names to Quvora Software Solutions Private Limited and Zavrix Realty Private Limited, respectively, effective February 17, 2026. Further, the Board of Directors of the Company, in its meeting dated February 16, 2026 approved the divestment of the Company's shareholding in the aforesaid subsidiaries, and pursuant to such approval, the Company has subsequently sold its entire investment in Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited) and Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited) to a third party for a consideration of ₹ 19.66.

	As at March 31, 2026	As at March 31, 2025
(b) Current		
Quoted - carried at fair value through profit or loss (FVTPL)		
Investment in mutual funds	3,900.30	23,779.57
Investment in bonds	1,016.68	-
Unquoted - carried at amortised cost		
Investment in commercial papers	33,044.94	19,940.34
Total	**37,961.92**	**43,719.91**

Quoted
Investments carried at fair value through profit and loss account (FVTPL)

(A) Investments in mutual funds

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of units	Amount	No. of units	Amount
HSBC Liquid Fund Direct Growth	182,462	500.85	19,379	50.08
Franklin India Liquid Fund Direct Growth	120,900	500.65	46,363	180.66
Edelweiss Liquid Fund Direct Growth	140,590	500.62	47,911	160.56
Franklin India Money Market Direct Growth	7,385,782	400.73	1,968,386	100.05
DSP Savings Fund Direct Plan Growth	4,181,791	237.21	-	-
DSP Liquidity Fund Direct Growth	50,787	200.14	27,008	100.15
Kotak Liquid Fund Direct Growth	35,961	200.14	124,469	652.14
Nippon India Liquid Fund Direct Growth	29,676	200.14	-	-
Aditya Birla Sunlife Liquid Fund Direct Growth	449,686	200.13	119,608	50.08
Invesco India Liquid Fund Direct Growth	52,935	200.13	-	-
HDFC Liquid Fund Direct Growth	36,993	200.13	19,668	100.18
Edelweiss Money Market Fund Direct Growth	5,502,781	180.48	-	-
ICICI Prudential Money Market Fund Direct Plan Growth	299,661	120.47	-	-
Groww Liquid Fund Direct Growth	37,498	100.16	8,390	21.09
Lic MF Liquid Fund Direct Growth	20,008	100.07	-	-
Tata Liquid Fund Direct Plan Growth	8,059	35.05	-	-
Axis Liquid Fund Direct Growth	5,460	16.73	132,143	381.05
Bajaj Finserv Money Market Fund Direct Plan Growth	3,161	3.84	-	-
Bandhan Money Market Fund Direct Growth	49,470	2.26	-	-
Bandhan Overnight Fund Direct Growth	260	0.37	-	-
Aditya Birla Sunlife Corporate Bond Fund Direct Growth	-	-	23,342,969	2,624.97
Aditya Birla Sun Life Financial Services Debt Index Fund Direct Growth	-	-	24,998,750	255.75
Aditya Birla Sun Life Financial Services Index Fund Direct Growth	-	-	11,479,909	118.40
Aditya Birla Sun Life NBFC-HFC Index Fund Direct Growth	-	-	39,998,000	414.85
Axis Bond Financial Services - Index Fund Direct Growth	-	-	9,999,500	102.96
Axis NBFC Index - Fund Direct Growth	-	-	24,998,750	260.85
Bandhan Financial Services Debt Index Fund Direct Growth	-	-	4,999,750	50.28
Bandhan Bond Fund Short Term Direct Growth	-	-	30,520,417	1,823.96
Bandhan Liquid Fund Direct Growth	-	-	277,332	868.75
Baroda BNP Money Market Fund Direct Growth	-	-	43,761	60.03
DSP Banking & PSU Debt Fund Direct Growth	-	-	21,237,936	518.92
Edelweiss Financial Services - Index Fund Direct Growth	-	-	8,999,550	92.61
HDFC Corporate Bond Fund Direct Growth	-	-	144,883,824	4,714.74
HDFC Money Market Fund Direct Growth	-	-	3,500	20.01
HSBC Corporate Bond Fund Direct Growth	-	-	10,275,261	780.81
HSBC Money Market Fund Direct Growth	-	-	5,946,906	161.48
Invesco India Corporate Bond Fund Direct Growth	-	-	547,883	1,823.39
Kotak Bond Short Term Direct Growth	-	-	48,339,906	2,709.27
Mirae Asset Liquid Fund Direct Growth	-	-	59,615	163.32
Nippon India Corporate Bond Fund Direct Growth	-	-	37,776,020	2,321.82
Nippon India Financial Services - Index Fund Direct Growth	-	-	14,999,250	155.40
Nippon India Money Market Fund Direct Growth	-	-	14,563	60.03
Tata Corporate Bond Fund Direct Growth	-	-	29,913,394	369.80
Tata Money Market Fund Direct Growth	-	-	102,444	483.16
UTI Corporate Bond Fund Direct Growth	-	-	62,808,168	1,027.96
(A)		**3,900.30**		**23,779.56**

9 Financial assets (continued)

(i) Investments (continued)

Quoted
Investments carried at fair value through profit and loss account (FVTPL)

(B) Investments in bonds

Particulars		As at March 31, 2026		As at March 31, 2025	
		No. of units	Amount	No. of units	Amount
8.25% Cholamandalam Investment and Finance Company Limited		2,500	267.90	-	-
8.85% TVS Credit Services Limited		25	259.19	-	-
7.35% Bharti Telecom Limited		2,000	204.95	-	-
8.95% Muthoot Finance Limited		1,500	163.64	-	-
8.60% Muthoot Finance Limited		1,000	100.83	-	-
8.33% Aditya Birla Capital Limited		200	20.17	-	-
	(B)		1,016.68		-

Unquoted
Investments carried at amortised cost

(C) Investments in commercial paper

Particulars		As at March 31, 2026		As at March 31, 2025	
		No. of units	Amount	No. of units	Amount
Angel One Limited		11,000	5,415.37	2,020	978.59
Julius Baer Capital (India) Private Limited		8,000	3,936.65	5,000	2,455.77
JM Financial Services Limited		6,000	2,972.30	-	-
Yes Securities (India) Limited		6,000	2,943.32	1,000	484.04
360 One Prime Limited		6,000	2,878.12	-	-
ICICI Securities Limited		4,000	1,993.91	-	-
Nuvama Wealth and Investment Limited		4,000	1,987.86	2,000	986.20
Aditya Birla Money Limited		4,000	1,981.13	-	-
360 One Wam Limited		4,000	1,933.73	-	-
IIFL Finance Limited		3,000	1,484.78	8,000	3,917.79
Dsp Finance Private Limited		3,000	1,478.37	-	-
Bajaj Financial Securities Limited		2,000	996.73	-	-
Nuvama Wealth Management Limited		2,000	988.07	-	-
Fedbank Financial Services Limited		2,000	978.82	-	-
Nuvama Wealth Finance Limited		1,600	780.15	-	-
Mirae Asset Financial Services (India) Private Limited		600	295.63	-	-
Arka Fincap Limited		-	-	1,500	725.95
Incred Financial Services Limited		-	-	2,400	1,172.16
Indostar Capital Finance Limited		-	-	3,000	1,481.03
Nuvama Clearing Services Limited		-	-	6,000	2,899.85
Piramal Enterprises Limited		-	-	10,000	4,838.96
	(C)		33,044.94		19,940.34
Total current investments	(A+B+C)		37,961.92		43,719.90
Aggregate amount of quoted investments and market value/ book value thereof			4,916.98		23,779.56
Aggregate amount of unquoted investments			33,044.94		19,940.34
Aggregate amount of impairment in value of investments			-		-

(ii) Trade receivable
Carried at amortised cost

	As at March 31, 2026	As at March 31, 2025
Undisputed trade receivables - unsecured, considered good*	22,291.40	17,581.51
Undisputed trade receivables - significant increase in credit risk	-	-
Trade receivables – credit impaired	124.33	64.27
	22,415.73	**17,645.78**
Impairment allowance (allowance for doubtful debts)		
Trade receivables – credit impaired	(124.33)	(64.27)
Total	**22,291.40**	**17,581.51**

* Includes unbilled revenue

Trade receivables ageing schedule:

As at March 31, 2026

	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed trade receivables - considered good	4,725.69	16,779.91	785.80	-	-	-	-	22,291.40
Undisputed trade receivables - significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	107.74	16.59	-	-	124.33
	4,725.69	16,779.91	785.80	107.74	16.59	-	-	22,415.73
Less: Allowance for credit impaired	-	-	-	(107.74)	(16.59)	-	-	(124.33)
Total	4,725.69	16,779.91	785.80	-	-	-	-	22,291.40

As at March 31, 2025

	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed trade receivables - considered good	1,076.80	13,156.96	3,347.75	-	-	-	-	17,581.51
Undisputed trade receivables - significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	63.49	0.78	-	-	64.27
	1,076.80	13,156.96	3,347.75	63.49	0.78	-	-	17,645.78
Less: Allowance for credit impaired	-	-	-	(63.49)	(0.78)	-	-	(64.27)
Total	1,076.80	13,156.96	3,347.75	-	-	-	-	17,581.51

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9 Financial assets (continued)

(ii) Trade receivable (continued)

Notes:

a) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade receivables are due from firms or private companies in which any director is a partner, a director or a member respectively.

b) Trade receivables are non-interest bearing and are generally on 0 to 90 days' term. These include unbilled receivables which primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date.

c) There are no disputed receivables as at March 31, 2026 and March 31, 2025.

(iii) Cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Balances with Banks:		
- in current accounts	13.17	35.56
- in deposits account (with original maturity of less than 3 months)	4,003.51	1,560.32
Total	**4,016.68**	**1,595.88**

Note:
Short-term deposits are made for varying periods between 1 day to 3 months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

(iv) Bank balances other than cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Deposits with original maturity of more than 3 months and less than 12 months*	4,638.83	3,971.43
Total	**4,638.83**	**3,971.43**

*Includes margin money deposit as at March 31, 2026 of ₹ 1,170.00 (March 31, 2025: ₹ 730.01) placed as a lien with banks as a security for guarantees/ borrowings.

(v) Loans - current
Carried at amortised cost

	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Loan to subsidiary* (refer note 30)	-	84.90
Total	**-**	**84.90**

*This pertains to the loan given to the wholly owned subsidiary - Kiranakart Wholesale Private Limited, which is repayable on demand at an interest rate of 9.25% (March 31, 2025 : 9.25%) for the working capital requirements.

(vi) Other financial assets
Carried at amortised cost

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good				
Security deposits	1,701.39	1,532.90	313.20	141.41
Receivables from related parties (refer note 30)	-	-	4,935.16	8,007.93
Bank deposits with original maturity of more than 12 months**				
- remaining maturity of less than 12 months	-	-	8,798.16	20,659.45
- remaining maturity of more than 12 months	-	4,229.72	-	-
Other receivables##	-	-	163.33	66.79
Total	**1,701.39**	**5,762.62**	**14,209.85**	**28,875.58**

**Includes margin money deposit as at March 31, 2026 of ₹ 997.64 (March 31, 2025: ₹ 22.14) placed as a lien against bank guarantees/ borrowings.
##Other receivables pertains to receivables from vendors.

10 Income tax assets (net)

	As at March 31, 2026	As at March 31, 2025
Non-current		
Tax deducted at source	663.69	668.90
	663.69	**668.90**

11 Other assets

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Unsecured - considered good				
Capital advances	49.17	169.42	-	-
Balances with statutory/ government authorities	-	-	1,476.29	4,723.15
Prepaid expenses*	2.70	8.51	436.68	183.32
Other advances**	-	-	12.72	39.43
	51.87	**177.93**	**1,925.69**	**4,945.90**
Advance to vendors	-	-	273.52	338.72
Less: Allowances for doubtful advances	-	-	(21.99)	(102.28)
	-	**-**	**251.53**	**236.44**
Total	**51.87**	**177.93**	**2,177.22**	**5,182.34**

Allowances for credit loss for other assets	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	102.28	112.32
(Reversals)/ allowances during the year	(80.29)	(10.04)
Total	**21.99**	**102.28**

*Includes IPO expense for the year ended March 31, 2026: ₹ 190.58 (March 31, 2025: ₹ Nil) carried forward as prepaid expenses pertaining to the Company's share and the aforesaid amount will be adjusted with securities premium at the time of issue of shares in accordance with the requirement of section 52 of the Companies Act, 2013.
**Other advances pertains to the amount given for petty cash expenses.

12 Inventories
Valued at lower of cost or net realisable value

	As at March 31, 2026	As at March 31, 2025
Stock-in-trade* (including goods-in-transit)	8,389.11	5,672.47
Right to return asset	400.86	226.85
Packing material	55.00	94.81
Total	**8,844.97**	**5,994.13**

*Out of total stock-in-trade as at March 31, 2026: ₹ 6,014.66 (March 31, 2025: ₹ 3,782.55) is being held by third parties as on reporting date. The goods-in-transit as at March 31, 2026 amounting to ₹ 41.73 (March 31, 2025: ₹ 41.06) included as part of stock-in-trade.
For the year ended March 31, 2026 ₹ 82.06 (March 31, 2025: ₹ 609.59) was recognised as an expense to write down inventories to net realisable value and provision for slow and non-moving inventories.

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13 Equity share capital

	As at March 31, 2026	As at March 31, 2025
(A) Authorised share capital*		
Equity shares of ₹ 5 each		
24,419,800,000 (March 31, 2025: 24,419,800,000 equity shares of ₹5 each)	122,099.00	122,099.00
Instruments entirely equity in nature		
Series A1 - 657,000,000 (March 31, 2025: 657,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	6,570.00	6,570.00
Series A2 - 207,000,000 (March 31, 2025: 207,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	2,070.00	2,070.00
Series A3 - 143,000,000 (March 31, 2025: 143,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	1,430.00	1,430.00
Series A4 - 2,000,000 (March 31, 2025: 2,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	20.00	20.00
Series A5 - 24,000,000 (March 31, 2025: 24,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	240.00	240.00
Series A6 - 78,000,000 (March 31, 2025: 78,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	780.00	780.00
Series A7 - 20,000,000 (March 31, 2025: 20,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	200.00	200.00
Series B - 587,000,000 (March 31, 2025: 587,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	5,870.00	5,870.00
Series C - 765,000,000 (March 31, 2025: 765,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	7,650.00	7,650.00
Series D - 962,000,000 (March 31, 2025: 962,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,620.00	9,620.00
Series E - 985,000,000 (March 31, 2025: 985,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,850.00	9,850.00
Series F - 1,379,000,000 (March 31, 2025: 1,379,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	13,790.00	13,790.00
Series G - 981,000,000 (March 31, 2025: 981,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,810.00	9,810.00
Series H - 700,000,000 (March 31, 2025: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	7,000.00	-
1,000,000,000 (March 31, 2025: 1,000,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	10,000.00	10,000.00
100,000 (March 31, 2025: 100,000 shares of ₹ 10 each) Optionally Convertible Redeemable Preference Shares of ₹ 10 each	1.00	1.00
Total	**207,000.00**	**200,000.00**

*During the year ended March 31, 2025, the Company has increased its authorised share capital on September 25, 2024 which has been further reorganised on account of common control transaction effective February 4, 2025 (refer note 39). Further, pursuant to the resolution passed at Extra-ordinary General meeting held on October 16, 2025, the Company has increased its authorised share capital from ₹ 200,000 to ₹ 207,000.

(B) Issued, subscribed and fully paid-up share capital

(I) Equity shares (refer note below)	No. of shares	Amount
As at April 1, 2024	-	-
Add: Issue of right equity shares of ₹ 10 each (refer note 2 below)	3,380,209	33.80
Add: Issue of bonus shares of ₹ 10 each (refer note 3 below)	7,090,393,750	70,903.94
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 4 below)	(7,093,773,959)	(70,937.74)
Add: Issue of equity shares of ₹ 5 each on account of common control transaction	2,516,502,528	12,582.51
As at March 31, 2025	**2,516,502,528**	**12,582.51**
Add: Issue of equity shares of ₹ 5 each (refer note 1 below)	942,539,085	4,712.70
Less: Shares held by ESOP Trust (treasury shares, net of exercise) (refer note 1 & 6 below)	(941,539,085)	(4,707.70)
Add: Conversion of OCRPS into equity share capital during the year (refer note 2 below)	5,853,905	29.27
Add: Conversion of CCPS into equity share capital during the year (refer note 2 below)	27,275,556	136.38
As at March 31, 2026	**2,550,631,989**	**12,753.16**

Notes:

1) The Company has issued 942,539,085 treasury shares during the year ended March 31, 2026 (March 31, 2025: Nil) in accordance with section 62 of the Companies Act, 2013 to ESOP Trust.

2) The Company has issued 33,129,461 equity shares during the year ended March 31, 2026 (March 31, 2025: 3,380,209) in accordance with section 62 of the Companies Act, 2013 to equity shareholders.

3) During the year ended March 31, 2025, the Company has issued bonus shares aggregating to 7,090,393,750 in accordance with section 63 of the Companies Act, 2013 in the ratio of 550:1 to all equity shareholders with equity shares of face value of ₹ 10 each on September 30, 2024.

4) Pursuant to the scheme of common control transaction being effective, equity shares of face value of ₹ 10 each stands cancelled (Refer note 39).

5) Pursuant to the approval of the merger scheme, each equity share of face value of ₹ 10 per share was split into two equity share of face value of ₹ 5 per share, with effect from February 4, 2025.

6) Following is the movement of treasury shares issued to ESOP Trust during the year (also refer note 36):

	No. of shares	Amount
As at April 1, 2024	-	-
Changes during the year	-	-
As at March 31, 2025	-	-
Add: Issue of equity shares of ₹ 5 each	942,539,085	4,712.70
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(1,000,000)	(5.00)
As at March 31, 2026	**941,539,085**	**4,707.70**

Terms and rights attached to equity shares

The Company has equity shares having par value of ₹ 5 per share. As at March 31, 2024, the Company had only one class of equity shares having par value of ₹ 10 per share, these shares were cancelled on account of common control transaction (also refer note 39). Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(II) Instruments entirely in the nature of equity

(i) 0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each

	No. of shares	Amount
As at April 1, 2024	-	-
Add: Issued during the year		
Class I D CCPS (partly paid up shares)	2,383	*
Class I F CCPS	17,284	0.17
Class I G CCPS	52,819	0.53
Class II G CCPS	924,333	9.25
Add: Issued on account of common control transaction		
Series A1 CCPS	656,005,005	6,560.05
Series A2 CCPS	206,615,150	2,066.15
Series A3 CCPS	142,112,111	1,421.12
Series A4 CCPS	1,912,307	19.12
Series A5 CCPS	23,913,808	239.14
Series A6 CCPS	77,206,939	772.07
Series A7 CCPS	19,130,548	191.31
Series B CCPS	586,132,316	5,861.32
Series C CCPS	764,152,491	7,641.53
Series D CCPS	961,645,587	9,616.46
Series E CCPS	984,323,118	9,843.23
Series F CCPS	1,378,253,557	13,782.54
Series G CCPS	490,158,367	4,901.58
As at March 31, 2025	**6,292,558,123**	**62,925.57**
Add: Issued during the year		
Series H CCPS (refer note (i) below)	678,839,910	6,788.40
Called up Class I D CCPS (fully paid up during the year) (refer note (ii) below)	-	0.02
Less: Conversion of CCPS into equity share capital during the year (refer note (iii) below)		
Class II G CCPS	(32,560)	(0.33)
Class I D CCPS	(565)	(0.01)
As at March 31, 2026 (i)	**6,971,364,908**	**69,713.65**

*Value less than ₹ 0.01 million

13 Equity share capital (continued)

(II) Instruments entirely equity in nature (continued)

(i) 0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each (continued)

Terms and rights attached to CCPS
As at March 31, 2026, the Company has 18 classes of CCPS having a par value of ₹ 10 per share, Series A1 to A7, B, C, D, I D, E, F, I F, G, I G, II G, H CCPS.
Each holder of the respective Series then outstanding shall be entitled to receive dividends and distributions payable on the equity shares as and when declared by the board on an as-converted basis.
The right of the holders of the each Series then outstanding to receive such dividends shall rank pari passu with all the other Series and in preference to the dividend rights of the holders of equity shares and any other class of shares in the Company.

At any time and from time to time, any holder of any Series shall have the right, at its option, to convert all or part of its Series Shares then outstanding into equity shares. All CCPS shall be automatically converted into equity shares upon earlier of a) expiry of 20 years from the date of issuance of respective series or b) immediately prior to the consummation of a qualifying IPO or c) with the prior written consent of holders of at least a majority of the total voting rights of the respective class of CCPS subject to the prior written approval of the Board, majority of the other classes of CCPS and the founders.

Each class of CCPS shall be converted into such number of fully paid equity shares as is determined by dividing the applicable Initial Subscription Price Per Share by the then applicable conversion price per share and, for the avoidance of doubt, except as required under Applicable Laws, no additional consideration shall be payable upon such conversion.

The holders of each class of CCPS are entitled to receive notice of, and to attend and speak at, general meetings of the Company, and to receive a copy of any written resolution circulated to eligible members on the circulation date in accordance with the Act. The holders of each class of CCPS may vote at general meetings or formally agree to written resolutions of the Company in the same manner as holders of equity Shares on an as-converted basis and not as a separate class, unless otherwise specified in the Amended Constitution or required by law.

Upon the occurrence of any liquidity event, firstly, out of the assets and funds of the Company available for distribution, the Company shall pay to the holders of any specific CCPS on a pari passu basis with all the other classes of CCPS, prior to and in preference to any payments to holders of equity shares. If there are any assets and funds of the Company legally available for distribution after the payments referred to above, all holders of equity shares then outstanding shall be entitled to participate pro rata in the residual assets and funds of the Company.

Notes:
(i) During the year ended March 31, 2026, the Company has issued Compulsorily Convertible Preference Shares (CCPS) for Series H, aggregating to 678,839,910 shares, having a face value of ₹10 per share.

(ii) The Company in its board meeting held on December 5, 2025 passed a resolution to call up the arrears amount on the Class I D CCPS shares that were previously issued on a partly paid basis. Pursuant to the call notice, shareholders holding partly paid Class I D CCPS shares have remitted the balance amount, and accordingly, these Class I D CCPS shares have now been converted into fully paid Class I D CCPS shares.

(iii) During the year ended March 31, 2026, 33,125 CCPS amounting to ₹0.34 were converted into 27,275,556 equity shares of ₹5 each in accordance with the terms and rights set out in the SHA. The conversion has been accounted for as a reclassification within equity, with the carrying amounts of CCPS derecognised and credited to equity share capital (at face value of ₹ 5 each) and the balance to securities premium.

(iv) Pursuant to the shareholders' agreement, the Company in its board meeting held on December 10, 2025 have taken a note of the consent letter from CCPS shareholders, wherein the CCPS holders have agreed to adjust and modify the conversion ratio of the respective preference shares held by them (refer note 26).

(ii) 0.01% Optionally Convertible Redeemable Preference shares ('OCRPS') of ₹ 10 per share (refer note below)		No. of shares	Amount
As at April 1, 2024		24,546	*
Add: Reclassified during the year (refer note 15(i)B)			
0.01% Series A OCRPS		8,182	60.11
0.01% Series B OCRPS		16,364	120.21
As at March 31, 2025		24,546	180.32
Less: Conversion of OCRPS into equity share capital during the year (refer note (iii) below)		(24,546)	(180.32)
As at March 31, 2026	(ii)	-	-
As at March 31, 2025		6,292,582,669	63,105.89
As at March 31, 2026	(i) + (ii)	6,971,364,908	69,713.65

*Value less than ₹ 0.01 million

Terms and rights attached to OCRPS
The Company had two classes of OCRPS having a par value of ₹ 10 per share, Series A & B OCRPS which were converted during the year (refer note (iii) below).

Each holder of the respective Series then outstanding shall be entitled to receive dividends and distributions payable on the equity shares as and when declared by the board on an as-converted basis.
The right of the holders of the each Series then outstanding to receive such dividends shall rank pari passu with all the other Series and in preference to the dividend rights of the holders of equity shares and any other class of shares in the Company.

At any time and from time to time, any holder of any Series shall have the right, at its option, to convert all or part of its shares then outstanding into equity shares. All OCRPS shall be automatically converted into equity shares immediately prior to the consummation of a qualifying IPO or on the day the Series D shares are automatically converted to the equity shares in accordance with the terms of issuance of Series D Shares as contained in the Shareholders' Agreement (SHA) and the Articles. Pursuant to amendment in the Shareholders' Agreement (SHA) dated December 23, 2025, all the OCRPS are converted into fully paid equity shares of ₹ 5 each.

Each class of OCRPS shall be converted into such number of fully paid equity Shares as is determined by dividing the applicable Initial Subscription Price Per Share by the then applicable conversion price per Share subject to the terms of the Agreement (including subject to appropriate adjustment from time to time for any consolidation, split, subdivision or reclassification of the Equity Shares or any reduction of capital or amalgamation or reorganization of the Company, or for any adjustments and, for the avoidance of doubt, except as required under Applicable Laws), no additional consideration shall be payable upon such conversion.
The OCRPS holders shall not have voting rights.

Upon the occurrence of any Liquidity Event, firstly, out of the assets and funds of the Company available for distribution, the Company shall pay to the holders of any specific OCRPS on a pari passu basis with all the other classes of preference shareholders, prior to and in preference to any payments to holders of equity shares. If there are any assets and funds of the Company legally available for distribution after the payments referred to above, all holders of equity Shares then outstanding shall be entitled to participate pro rata in the residual assets and funds of the Company. These preference shares are redeemable at the discretion of the Company.

Notes:
(i) Pursuant to the implementation of the Scheme of Merger, the Company entered into a new Shareholders' Agreement (SHA) on February 4, 2025. As part of the new SHA, the terms of the Optionally Convertible Redeemable Preference Shares (OCRPS) issued to investors were modified.

(ii) During the year ended March 31, 2025, the OCRPS were fully called up. Following the new SHA, the mandatory redemption clause was removed, and redemption is now at the discretion of the Company or subject to conversion, without any obligation to deliver cash or another financial asset. Hence, the change in fair value of liability of ₹ 100.26 up to the date of new SHA has been recognised as an expense in the standalone statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 has been reclassified from borrowings to equity instruments to the extent of ₹ 180.32 and ₹ 67.26 representing securities premium on the OCRPS has been reclassified to other equity.

(iii) During the year ended March 31, 2026, 24,526 OCRPS of ₹ 180.32 were fully converted into 5,853,905 equity shares of ₹ 5 each in accordance with the terms and rights set out in the SHA. The conversion has been accounted for as a reclassification within equity, with the carrying amount of OCRPS derecognised and credited to equity share capital (at face value of ₹ 5 each) and the balance to securities premium.

(iv) Pursuant to the shareholders' agreement, the Company in its board meeting held on December 10, 2025 have taken a note of the consent letter from OCRPS shareholders, wherein the OCRPS holders have agreed to adjust and modify the conversion ratio of the respective preference shares held by them (refer note 26).

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13 Equity share capital (continued)

(II) Instruments entirely equity in nature (continued)

(C) Share suspense account

Reconciliation of shares suspense account at the beginning and at the end of the reporting year

	No. of shares	Amount
Equity shares of ₹ 5 per share		
As at April 1, 2024	**2,489,984,198**	**12,449.92**
Add: Issued on account of common control transaction	26,518,330	132.59
Less: Issue of equity shares on account of common control transaction	(2,516,502,528)	(12,582.51)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
0.01% CCPS of ₹ 10 per share		
As at April 1, 2024	**4,423,149,380**	**44,231.50**
Add: Issued on account of common control transaction	1,868,411,924	18,684.12
Less: Issue of preference shares on account of common control transaction	(6,291,561,304)	(62,915.62)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-

(D) Details of shareholders holding more than 5% shares in the Company

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% holding	No. of shares	% holding
Equity Shares of ₹ 5 each				
Lazarus Trust	1,138,384,797	32.60%	1,210,132,321	48.09%
The Vohra Trust	943,054,929	27.00%	1,008,443,601	40.07%
Zepto Employee Stock Option Trust	941,539,085	26.96%	-	-
Aadit Palicha	134,459,146	3.85%	134,459,146	5.34%
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	522,261,736	79.61%	522,261,736	79.61%
Oliver Jung & Lish Jung	40,173,405	6.12%	40,173,405	6.12%
Series A2				
Y Combinator ES20, LLC	101,726,332	49.23%	133,917,575	64.81%
Contrary ZEP Holdings, LLC	38,262,342	18.52%	38,262,342	18.52%
Nexus Ventures VII Holdings, LLC	15,304,687	7.41%	15,304,687	7.41%
KiranaKart SPV1 Pte. Ltd.	10,947,215	5.30%	10,947,215	5.30%
Series A3				
Rocket Internet Capital Partners II SCS	73,996,870	52.07%	82,535,506	58.08%
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	25,987,005	18.29%	27,328,821	19.23%
Rocket Internet Capital Partners (Euro) II SCS	24,011,531	16.90%	26,782,270	18.85%
Series A4				
Nidhi Manik Trust	1,818,415	95.09%	1,912,307	100.00%
Series A5				
Contrary ZEP Holdings, LLC	23,913,808	100.00%	23,913,808	100.00%
Series A6				
Oliver Jung & Lish Jung	68,325,166	88.50%	68,325,166	88.50%
KiranaKart SPV1 Pte. Ltd.	8,881,773	11.50%	8,881,773	11.50%
Series A7				
Crimson Holdings LLC	19,130,548	100.00%	19,130,548	100.00%

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Zepto Limited

13 Equity share capital (continued)

(D) Details of shareholders holding more than 5% shares in the Company (continued)

Name of shareholder	As at March 31, 2026 No. of shares	As at March 31, 2026 % holding	As at March 31, 2025 No. of shares	As at March 31, 2025 % holding
Series B	280,702,022	47.89%	311,370,034	53.12%
Glade Brook Private Investors XXXIV LP	100,606,566	17.16%	100,606,566	17.16%
Nexus Ventures VI Holdings, LLC	78,615,524	13.41%	92,718,296	15.82%
LGF Scale (Mars) Limited [Lachy Groom]	29,336,993	5.01%	29,336,993	5.01%
Contrary ZEP Holdings, LLC				
Series C				
YCC20, L.P.	277,877,256	36.36%	277,877,256	36.36%
LGF Scale (Mars) Limited [Lachy Groom]	194,513,830	25.45%	194,513,830	25.45%
Nexus Ventures VI Holdings, LLC	152,831,495	20.00%	152,831,495	20.00%
Rocket Internet Capital Partners II SCS	46,154,347	6.04%	46,154,347	6.04%
Series D				
YCC20 (India) Ltd.	226,271,089	23.53%	226,271,089	23.53%
LGF Scale II (Mars) Limited	154,404,124	16.06%	169,703,628	17.65%
Razor Ventures Zepto LLC	118,070,338	12.28%	124,166,797	12.91%
Nexus Ventures VI Holdings, LLC	113,134,922	11.76%	113,134,922	11.76%
Kaiser Foundation Hospitals	67,880,704	7.06%	67,880,704	7.06%
Kaiser Permanente Company Trust	64,443,545	6.70%	101,821,678	10.59%
Glade Brook Private Investors XXXIV LP	54,055,493	5.62%	59,961,309	6.24%
Oliver Jung [individual capacity]	28,251,699	2.94%	48,874,654	5.08%
Series I D				
Contransys Private Limited	240	13.20%	-	-
Trifecta venture debt fund II	-	-	1,398	58.67%
Trifecta venture debt fund III	-	-	985	41.33%
Series E				
StepStone VC Zepto, LLC	271,134,379	27.55%	271,134,379	27.55%
Nexus Ventures VII Holdings, LLC	209,208,472	21.25%	209,208,472	21.25%
Goodwater Infinity III, L.P.	104,604,236	10.63%	104,604,236	10.63%
Glade Brook Private Investors XXXIV LP	87,867,807	8.93%	87,867,807	8.93%
LGF Scale II (Mars) Limited	83,683,388	8.50%	83,683,388	8.50%
Springblue B-III SPV (Z), L.P.	75,314,552	7.65%	75,314,552	7.65%
Oliver & Lish Jung	66,945,715	6.80%	66,945,715	6.80%
Series F				
StepStone VC Zepto, LLC	357,203,173	25.92%	357,203,173	25.92%
Nexus Ventures VII Holdings, LLC	209,895,622	15.23%	276,769,213	20.08%
Glade Brook Private Investors XXXIV LP	274,223,987	19.90%	281,027,086	20.39%
ZPT Holdings Limited	149,029,289	10.81%	149,029,289	10.81%
AZO4 LLC	106,449,314	7.72%	106,449,314	7.72%
Avra SPV Z, LLC	80,900,831	5.87%	80,900,831	5.87%
Series G				
GC India Investment Holdings - Company XII - Endurance, Ltd.	154,235,846	31.47%	154,235,846	31.47%
GC India Investment Holdings - Bear Coast (Ventures), Ltd.	154,235,846	31.47%	154,235,846	31.47%
Mars Equity - Dragon Fund	77,117,300	15.73%	77,117,300	15.73%
StepStone VC Zepto, LLC	46,270,131	9.44%	46,270,131	9.44%
Lightspeed Opportunity Fund II, L.P.	41,643,740	8.50%	41,643,740	8.50%
Series H				
GC India Investment Holdings - Bear Coast (Ventures), Ltd	117,567,059	17.32%	-	-
AZO4 LTD	117,567,059	17.32%	-	-
Glade Brook Private Investors XXXIV LP	82,296,941	12.12%	-	-
Goodwater Infinity III, L.P.	82,296,941	12.12%	-	-
StepStone VC Zepto, LLC	60,197,650	8.87%	-	-
GC India Investment Holdings - Group XII - Endurance, Ltd	58,783,529	8.66%	-	-
Springblue Co-Investment SPV, LP	47,026,823	6.93%	-	-
Goodwater Capital IV, L.P.	35,270,117	5.20%	-	-
Series I F				
Raamdeo Ramgopal Agarawal	8,642	50.00%	8,642	50.00%
Vimla Motilal Oswal	8,642	50.00%	8,642	50.00%
Series I G				
Epiq capital II	52,819	100%	52,819	100.00%
Series II G				
Claypond Capital Partners Private Limited	125,747	14.10%	125,747	13.60%
0.01% OCRPS of ₹ 10 each				
Series A				
Stride Ventures Debt Fund II	-	-	8,182	100.00%
Series B				
Alteria Capital Fund II Scheme I	-	-	16,364	100.00%

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13 Equity share capital (continued)

(E) Details of promoter's shareholding in the Company

Name of the promoter	No. of shares at the beginning of the year	Changes during the year	No. of shares at the end of the year	% holding	% change during the year
I) Equity Shares					
Equity shares of ₹ 5 each					
As at March 31, 2026					
Aadit Palicha	134,459,146	-	134,459,146	3.85%	-
Kaivalya Vohra	112,049,289	-	112,049,289	3.21%	-
Lazarus Trust	1,210,132,321	(71,747,524)	1,138,384,797	32.60%	(5.93%)
The Vohra Trust	1,008,443,601	(65,388,672)	943,054,929	27.00%	(6.48%)
As at March 31, 2025					
Aadit Palicha	-	134,459,146	134,459,146	5.34%	100.00%
Kaivalya Vohra	-	112,049,289	112,049,289	4.45%	100.00%
Lazarus Trust	-	1,210,132,321	1,210,132,321	48.09%	100.00%
The Vohra Trust	-	1,008,443,601	1,008,443,601	40.07%	100.00%
ii) Share suspense					
Equity shares of ₹ 5 each					
As at March 31, 2026					
Aadit Palicha	-	-	-	-	-
Kaivalya Vohra	-	-	-	-	-
Lazarus Trust	-	-	-	-	-
The Vohra Trust	-	-	-	-	-
As at March 31, 2025					
Aadit Palicha	134,459,146	(134,459,146)	-	-	(100.00%)
Kaivalya Vohra	112,049,289	(112,049,289)	-	-	(100.00%)
Lazarus Trust	1,210,132,321	(1,210,132,321)	-	-	(100.00%)
The Vohra Trust	1,008,443,601	(1,008,443,601)	-	-	(100.00%)

(F) Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Company, please refer note 36.

(G) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company had issued bonus shares aggregating to 7,090,393,750 in accordance with section 63 of the Companies Act, 2013 in the ratio of 550:1 to all equity shareholders with equity shares of face value of ₹ 10 each on September 30, 2024.

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14 Other equity

	As at March 31, 2026	As at March 31, 2025
Retained earnings	(44,977.17)	(3,821.50)
Securities premium	18,919.57	-
Capital reserve/ (Amalgamation adjustment deficit)	23,242.59	23,242.59
Foreign currency translation reserve	-	-
Share based payment reserve	9,707.49	4,138.77
Other reserves	1,885.20	164.98
Other comprehensive income/ (loss)	57.60	(103.71)
Total	**8,835.28**	**23,621.13**

	As at March 31, 2026	As at March 31, 2025
(a) Retained earnings		
Opening balance	(3,821.50)	(29,094.95)
Add: Loss for the year	(41,155.67)	(33,604.59)
Add: Share issue expenses	-	(89.84)
Add: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	-	58,967.88
Closing balance	**(44,977.17)**	**(3,821.50)**
(b) Securities premium		
Opening balance	-	-
Add: Issue of right equity shares	-	89,488.54
Add: Issue of CCPS	18,828.78	31,493.28
Add: Proceeds on conversion of partly paid Series I D CCPS to fully paid Series I D CCPS (refer note 13)	75.78	-
Add: Conversion of OCRPS and CCPS into into equity share capital (refer note 13)	15.01	67.26
Less: Share issue expenses	-	(54.38)
Less: Utilised on issue of bonus shares	-	(70,903.94)
Less: Cancellation of securities premium on account of common control transaction (refer note 39)	-	(18,584.60)
Less: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	-	(31,506.16)
Closing balance	**18,919.57**	**-**
(c) Capital reserve/ (amalgamation adjustment deficit account)		
Opening balance	23,242.59	(11,927.14)
Add: Reserves arising on account of common control transaction (refer note 39)	-	62,243.11
Add: Reclassification of FCTR on account of common control transaction	-	388.34
Less: Offset of debit balance of retained earnings with securities premium and capital reserve	-	(27,461.72)
Closing balance	**23,242.59**	**23,242.59**
(d) Foreign currency translation reserve (FCTR)		
Opening balance	-	454.24
Less: Reserves arising on account of common control transaction (refer note 39)	-	(65.90)
Less: Reclassification of FCTR on account of common control transaction	-	(388.34)
Closing balance	**-**	**-**
(e) Share based payment reserve		
Opening balance	4,138.77	1,141.29
Add: Share based payment expense	5,569.42	3,234.46
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(0.70)	-
Less: Repurchase of stock options	-	(213.26)
Less: Adjustment of share based payment reserve	-	(23.72)
Closing balance	**9,707.49**	**4,138.77**
(f) Other reserves		
Opening balance	164.98	-
Fair value of share warrant	1,724.52	32.21
Capital contribution from shareholder	-	132.77
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(4.30)	-
Closing balance	**1,885.20**	**164.98**
(g) Other comprehensive loss		
Opening balance	(103.71)	(35.50)
Less: Remeasurement income/ (loss) on defined benefit obligation	161.31	(68.21)
Closing balance	**57.60**	**(103.71)**

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14 Other equity (continued)

Nature and purpose of reserves

Retained earnings
Retained earnings are the (loss)/ profit that the Company has incurred/ earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013 (refer note 39).

Foreign currency translation reserve (FCTR)
This reserve reflects the exchange difference arising from the translation of assets and liabilities of the transferee company during a business combination under common control. The closing balances as of the reporting date are transferred to the capital reserve (refer note 39).

Capital reserve/ (Amalgamation deficit reserve)
This reserve represents the difference between value of the consideration given and net assets acquired in the course of business combination under common control (refer note 39). It also includes the FCTR amount pertaining to Kiranakart Pte. Limited (KKPTE) on account of common control transaction.

Share based payment reserve
This reserve is used to recognise employee share based payments expense based on the grant date fair value of stock options of the Company issued to employees of the Company and its subsidiaries.

Other reserves
This reserve is towards:
a) A share warrant is a financial instrument that gives the holder the right, but not the obligation, to buy shares in the Company at a predetermined price, called the exercise price. The fair value impact of the warrant is recognized in other reserve and would be utilised upon exercise of warrant shares.
b) Pursuant to the shareholders' agreement, all the equity shareholders would be entitled to increase in diluted stake in form of reduction in the diluted stake of CCPS holders and OCRPS holders. The fair value impact to the extent of founders is recognised through profit and loss account and recognized under other reserves.

Other comprehensive income/ (loss)
This pertains to re-measurement income/ (loss) on defined benefit obligation, net of taxes that will not be reclassified to standalone statement of profit and loss.

15 Financial liabilities

(i) Borrowings

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Secured - measured at fair value through profit and loss (FVTPL):				
0.01% Series A OCRPS (refer note (B) below)	-	82.53	-	-
0.01% Series B OCRPS (refer note (B) below)	-	165.05	-	-
Less: Reclassified to instrument entirely equity in nature on reclassification of OCRPS	-	(180.32)	-	-
Less: Reclassified to securities premium on reclassification of OCRPS	-	(67.26)	-	-
Total	-	-	-	-

Notes:

A) Working capital loan

The Company has working capital borrowing facilities from banks with a combined sanctioned limit of ₹ 8,300 as at March 31, 2026 (March 31, 2025: ₹2,400) secured by current assets and movable fixed assets, carrying an interest rate linked to Tenure-based T-Bill plus spread / Repo rate plus spread / MCLR plus spread which ranges from 0.20% to 2.80%.

During the year ended March 31, 2026, the Company had taken working capital loans with a maximum outstanding amount of ₹ 216.66 (March 31, 2025: ₹ 140.00) for a period of 7–9 days (March 31, 2025: 2–12 days) at an interest rate of 7.25% - 8.60% (March 31, 2025: 7.80% - 10.00%). As at March 31, 2026 and March 31, 2025 the entire outstanding has been repaid.

B) Optionally Convertible Redeemable Preference Shares (OCRPS)

Under the original terms, the OCRPS were redeemable at the earlier to occur of (a) liquidity event at the KKPTE, Holding Company level, (b) on a best-effort basis after the 6th anniversary for Series A OCRPS and 8th anniversary for Series B OCRPS of the allotment date (Exercise period), or (c) on a best-effort basis during any subsequent round of primary capital raise at the Holding Company level . These shares were partly paid up until March 31, 2024. Since the OCRPS were redeemable upon events outside the issuer's control and may require the entity to deliver cash, they were classified as a liability at fair value of ₹ 79.85 as of March 31, 2024. The change in fair value of ₹79.82 was recognised as an expense in the standalone statement of profit and loss for the year ended March 31, 2024.

Pursuant to the implementation of the Scheme of Merger approved by the Hon'ble NCLT, effective February 4, 2025, the Company entered into a new Shareholders' Agreement ('SHA') on February 4, 2025. As part of the new SHA, the terms of the OCRPS issued to investors were modified during the year ended March 31, 2025, the OCRPS were fully called up. Following the new SHA, the mandatory redemption clause was removed, and redemption is now at the discretion of the Company or subject to conversion, without any obligation to deliver cash or another financial asset. Hence, the change in fair value of liability of ₹ 100.26 up to the date of new SHA has been recognised as an expense in the standalone statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 has been reclassified from borrowings to Instruments entirely equity in nature to the extent of ₹ 180.32 and ₹ 67.26 representing securities premium on the OCRPS has been reclassified to other equity.

During the year ended March 31, 2026, the OCRPS were fully converted into equity shares as per the terms and rights of the Shareholders' Agreement ('SHA').

(ii) Lease liabilities
Carried at amortised cost

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Lease liabilities (refer note 29)	21,209.21	18,030.34	5,172.51	3,445.00
Total	21,209.21	18,030.34	5,172.51	3,445.00

(iii) Trade payables
Carried at amortised cost

	As at March 31, 2026	As at March 31, 2025
(I) Total outstanding dues of micro enterprises and small enterprises	5,436.20	4,600.02
(II) Total outstanding dues of other than micro enterprises and small enterprises	25,727.17	14,936.33
Total	31,163.37	19,536.35

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15 Financial liabilities (continued)

Trade payables ageing schedule:

As at March 31, 2026

	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	4,810.88	608.08	14.58	2.66	-	5,436.20
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,754.63	16,523.90	2,422.56	21.18	4.90	-	25,727.17
Total	**6,754.63**	**21,334.78**	**3,030.64**	**35.76**	**7.56**	**-**	**31,163.37**

As at March 31, 2025

	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	4,126.42	442.89	30.71	-	-	4,600.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,835.98	9,271.90	804.05	24.40	-	-	14,936.33
Total	**4,835.98**	**13,398.32**	**1,246.94**	**55.11**	**-**	**-**	**19,536.35**

Notes:

a) Carrying amount of liabilities that are part of supplier finance arrangements as of March 31, 2026 is ₹5,552.15 (March 31, 2025: Nil) of which suppliers have received payment of ₹ 4,967.40 (March 31, 2025: Nil).

b) Trade payables (including those that are part of the supplier finance arrangements) are unsecured, non-interest bearing repayable on demand or as per the credit terms agreed with the vendors ranging from 7 to 45 days and are to be settled in cash and cash equivalents.

c) There are no disputed trade payables as at March 31, 2026 and March 31, 2025.

d) There were no significant non-cash changes in the carrying amount of the trade payables and suppliers credit included in the Company's supplier finance arrangement.

e) Refer note 15(v) below for details of dues to micro and small enterprises as defined under the Micro, Small, and Medium Enterprises Development ('MSMED') Act, 2006.

f) For terms and conditions with related parties, refer note 30.

(iv) Other financial liabilities - current

Carried at amortised cost unless otherwise stated

	As at March 31, 2026	As at March 31, 2025
Payables to creditors for capital goods	579.43	1,428.59
Payable to employees	1,767.16	470.22
Franchisee deposits	4,358.30	1,013.19
Derivative liabilities measured at fair value*	-	8.06
Other financial liabilities**	20.70	24.91
Total	**6,725.59**	**2,944.97**

*The Company had purchased foreign currency forward contracts to offset the risk of foreign currency fluctuation on payables. Outstanding contracts as of March 31, 2026 : Nil (USD/ INR) (March 31, 2025: USD 4.50).

** Other financial liabilities pertains to the deposits refundable on demand.

(v) Details of dues to micro and small enterprises as defined under the Micro, Small, and Medium Enterprises Development ('MSMED') Act, 2006

	As at March 31, 2026	As at March 31, 2025
Principal amount due to micro and small enterprises	5,388.52	4,571.98
Interest due on above	19.64	28.04
The amount of interest paid in terms of section 16 of the MSMED, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day	-	-
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	-	-
The amount of interest accrued and remaining unpaid	47.68	28.04
The amount of interest remaining due and payable even in the succeeding years, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	47.68	28.04

16 Other current liabilities

	As at March 31, 2026	As at March 31, 2025
Statutory liabilities*	602.70	634.84
Contract liabilities		
Advance from customers	541.01	69.85
Refund liability for expected sales return	441.22	231.48
Deferred revenue	138.47	59.34
Other payables**	0.41	0.10
Total	**1,723.81**	**995.61**

*Statutory liabilities include provident fund, professional tax, withholding taxes and goods and services tax payable.

** Other payables includes other payables to vendors.

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16 Other current liabilities (continued)

Contract liabilities - movement during the year

	Advance from customers	Refund liability for expected sales return	Deferred revenue
Balance as at April 1, 2024	-	-	**1.72**
Arising during the year	2,632.64	231.48	194.31
Utilised during the year	(2,562.79)	-	(136.69)
Balance as at March 31, 2025	**69.85**	**231.48**	**59.34**
Arising during the year	1,815.70	441.22	451.66
Utilised during the year	(1,344.54)	(231.48)	(372.53)
Balance as at March 31, 2026	**541.01**	**441.22**	**138.47**

17 Provisions

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits				
Provision for gratuity (refer note 27 and note 35)	260.51	224.15	16.38	0.47
Provision for compensated absences	-	-	245.47	300.88
Total	**260.51**	**224.15**	**261.85**	**301.35**

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Zepto Limited

18 Revenue from operations

	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from contracts with customers		
Sale of goods		
Sale of traded goods	144,314.27	73,041.70
Sale of services		
Service revenue	42,504.90	18,559.53
	186,819.17	**91,601.23**
Other operating revenue		
Scrap sales	129.57	44.53
Others	1.87	4.14
	131.44	**48.67**
Total	**186,950.61**	**91,649.90**

18.1 (a) Disaggregated revenue information

	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of goods		
Sale of traded goods	144,314.27	73,041.70
Total	**144,314.27**	**73,041.70**
Sale of services		
Warehousing, packaging and last mile charges	27,853.38	12,085.18
Advertisement revenue	14,506.84	6,437.41
License (IP) charges	-	13.39
Franchisee fees	144.64	23.55
Total	**42,504.86**	**18,559.53**

(b) Timing of revenue recognition

	For the year ended March 31, 2026	For the year ended March 31, 2025
Products transferred at a point in time	144,443.84	73,086.23
Service rendered at a point in time	27,853.38	12,085.18
Services transferred over time	14,653.39	6,478.49
Total	**186,950.61**	**91,649.90**

(c) Geographical location of revenue recognition

	For the year ended March 31, 2026	For the year ended March 31, 2025
Within India	186,950.61	91,649.90
Outside India	-	-
Total	**186,950.61**	**91,649.90**

18.2 Contract balances:

	As at March 31, 2026	As at March 31, 2025
Trade receivables (refer note 9(ii))	22,291.40	17,581.51
Contract liabilities (refer note 16)	1,120.70	360.67

Notes:

a) Trade receivables are non-interest bearing and generally carry credit period of 0 to 90 days. These include unbilled receivables which primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date.

b) Contract liabilities relates to payments received in advance of performance against which amount has been received from customer but services are yet to be rendered on the reporting date. It also includes refund liability for expected sales return and deferred revenue. Contract liabilities are recognised evenly over the period of service, being performance obligation of the Company.

c) For transactions with related parties, refer note 30.

18.3 Performance obligations and remaining performance obligations:
The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 days from date of delivery.
Sale of services/ other operating income: The performance obligation is satisfied as and when the services are rendered i.e. invoices are raised and revenue is recognised on accrual basis and payment is generally due within 90 days from raising invoice.

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19 Other income

	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Interest income under the effective interest method on financial assets carried at amortised cost		
Fixed deposit and other investments	3,899.12	3,181.49
Security deposits	120.14	50.03
Inter-company loans	5.73	11.30
(b) Other non operating income:		
Income on financial assets measured at FVTPL		
Gain on sale of mutual fund units and bonds (net)	784.02	840.45
Fair value gain on mutual fund units and bonds	26.71	776.86
Administrative support services (refer note 30)	749.71	108.83
Gain on termination of lease contracts	141.55	53.34
Interest on Income tax refund	8.32	5.19
Liability no longer required written back	20.66	-
Miscellaneous income*	6.99	10.20
Total	**5,762.95**	**5,037.69**

*It pertains to insurance claims received.

20 Purchase of traded goods

	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of traded goods	153,921.15	81,746.52
Total	**153,921.15**	**81,746.52**

21 Change in inventories of traded goods

	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance		
Stock-in-trade (including goods in transit)	5,672.47	1,214.56
Right to return asset	226.85	-
Packing material	94.81	14.14
Total opening balance	**5,994.13**	**1,228.70**
Closing balance		
Stock-in-trade (including goods in transit)	8,389.11	5,672.47
Right to return asset	400.86	226.85
Packing material	55.00	94.81
Total closing balance	**8,844.97**	**5,994.13**
Decrease/ (increase) in inventories		
Stock-in-trade (including goods in transit)	(2,716.64)	(4,457.91)
Right to return asset	(174.01)	(226.85)
Packing material	39.81	(80.67)
Change in inventories of traded goods	**(2,850.84)**	**(4,765.43)**

22 Delivery and handling expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Delivery and handling expense*	30,463.41	15,989.34
Total	**30,463.41**	**15,989.34**

*This encompasses all costs associated with the end-to-end supply chain operations undertaken by the Company for order fulfilment.

23 Employee benefits expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	8,897.24	7,235.01
Contribution to provident and other funds	287.89	131.57
Gratuity expense (refer note 35)	124.70	90.34
Share based payment expense (refer note 36)	4,272.46	2,864.67
Staff welfare expenses	438.06	629.57
Total	**14,020.35**	**10,951.16**

Note: Following is the break-up of Employee benefits expense for the year ended March 31, 2026:

	Regular employees	Operating staff*	Total
Salaries, wages and bonus	7,132.24	1,765.00	8,897.24
Contribution to provident and other funds	144.04	143.85	287.89
Gratuity expense (refer note 35)	112.99	11.71	124.70
Share based payment expense (refer note 36)	4,272.46	-	4,272.46
Staff welfare expenses	438.06	-	438.06
Total	**12,099.79**	**1,920.56**	**14,020.35**

*Employed at dark stores and warehouses.

24 Finance costs

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on financial liabilities carried at amortised cost:		
- Borrowings (refer note 15(i))	0.64	92.14
- Lease liabilities (refer note 29)	2,510.66	1,246.64
Bank and finance charges	27.05	3.26
Interest on defined benefit obligations (refer note 35)	20.67	9.08
Total	**2,559.02**	**1,351.12**

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25 Depreciation and amortisation expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation of property, plant and equipment (refer note 4)	2,865.04	1,245.10
Amortisation of intangible assets (refer note 7)	127.00	13.20
Depreciation of right-of-use (ROU) assets (refer note 6)*	5,391.38	2,659.47
Total	**8,383.42**	**3,917.77**
***Reconciliation between depreciation of right-of-use (ROU) as per note 6 and note 25**		
Depreciation of right-of-use (ROU) assets (refer note 6)	5,562.52	2,659.47
Less: Pre-operative amount capitalised (actual rent payout)	(171.14)	-
Net depreciation of right-of-use (ROU) assets	**5,391.38**	**2,659.47**

26 Other expenses

	For the year ended March 31, 2026	For the year ended March 31, 2025
Warehousing expenses	18,012.89	11,775.88
Advertisement expenses (refer note 30)	-	9,259.47
Software expenses (refer note 30)	580.76	1,634.62
Power and fuel	1,613.69	1,135.89
Store and franchisee expenses	2,929.33	1,032.70
Legal and professional fees	669.10	884.75
Rent (refer note 29)	96.28	405.68
Repairs and maintenance		
- Plant and machinery	329.73	225.65
- Others	170.40	80.22
Payment gateway charges	5.49	40.90
Travelling and conveyance expenses	130.86	159.52
Rates and taxes	83.98	200.30
Membership and subscription	20.35	72.20
Insurance charges	170.96	79.64
Sundry assets written off	332.71	63.04
Foreign exchange loss (net)	7.10	42.24
Payment to auditor (refer note (a) below)	16.25	16.00
Communication charges	351.15	111.56
Fair value loss on financial instruments at fair value through profit or loss (refer note (b) & (c) below)	1,724.52	273.30
Provision for doubtful debts and advances	73.84	54.23
Miscellaneous expenses	3.36	3.53
Total	**27,322.75**	**27,551.32**

Note:
(a) Auditor remuneration includes:-

Statutory audit fees	15.50	15.00
Reimbursement of expenses	0.75	1.00
Other services (Certification fees and other IPO related services)	32.94	-
Other adjustments*	(32.94)	-
Total	**16.25**	**16.00**

*Refer note 11 for share issue expenses

(b) It includes fair value increase in diluted stake issuable to the shareholders amounting to ₹1,724.52 (March 31, 2025: ₹132.77) and fair value loss on OCRPS amounting to ₹ Nil (March 31, 2025: ₹ 100.26 million) for the year ended March 31, 2026.

(c) Pursuant to the shareholders' agreement, as amended, all the equity shareholders would be entitled to increase in diluted stake in form of reduction in the diluted stake of CCPS holders of Series A, B, C, D, E, F, G and H and OCRPS holders. The fair value impact to the extent of founders is recognised through profit and loss account. The fair value of these increase in the diluted shares of holders is arrived based on the independent valuation performed by registered valuer

27 Exceptional items

	For the year ended March 31, 2026	For the year ended March 31, 2025
Gratuity expense (refer note (a) below) (also refer note 35)	49.97	-
Gain on sale of user database (unrecognised intangible assets) (refer note (b) below)	-	(4,686.82)
Gain on sale of business under slump sale	-	(2,376.79)
Merger related expenses (refer note (c) below)	-	571.18
Total	**49.97**	**(6,492.43)**

Notes:
(a) On November 21, 2025, the Government of India notified provisions of 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, ('Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefit during employment and post-employment. Following the implementation of the four labour codes, the Central Government has pre-published the draft rules on December 31, 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes.
The Labour Codes, amongst other things introduces changes, including a uniform definition of wages. The Company during the year ended March 31, 2026, has assessed the financial implications of these changes which has resulted in a one-time increase in gratuity liability by ₹ 49.97. The Company continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

(b) During the year ended March 31, 2025, the Company has transferred user database (unrecognised intangible assets) to its subsidiary, Zepto Marketplace Private Limited at a cash consideration amounting to ₹ 4,686.82 (refer note 42).

(c) Pertains to common control transaction related expenses incurred by the Company in connection with stamp duty paid on merger amounting to ₹ Nil (March 31, 2025: 500.00) and other expenses amounting to ₹ Nil (March 31, 2025: ₹ 71.18).

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28 Earnings per share (EPS)

Basic earnings per share:
Basic EPS amounts are calculated by dividing the (loss) for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share:
Diluted EPS amounts are calculated by dividing the (loss) attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2026	For the year ended March 31, 2025
(Loss) during the year attributable to equity holders of the Company (a)	(41,155.67)	(33,604.59)
Weighted average number of ordinary shares outstanding for calculation of basic and diluted EPS (b)#	11,701,322,961	12,918,673,276
Basic and diluted earnings per share (in ₹) (a)/(b)*	(3.52)	(2.60)

In view of losses in the current year and previous year, unvested ESOPs which are anti-dilutive have been ignored in the calculation of diluted EPS. Accordingly, there is no variation between basic and diluted EPS.

Note: Treasury shares are excluded from weighted average number of equity shares used as a denominator in the calculation of EPS.

29 Lease liabilities

The Company has entered into lease contracts for premises used for commercial purpose to carryout its business and operations i.e. office buildings, furniture and fixtures, dark stores and warehouses. These lease contracts generally have lease terms between 5 and 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets consistent with industry practice. The incremental borrowing rate for lease liabilities as at March 31, 2026 is 10.00% (March 31, 2025: 10.50%).
The Company also has certain leases with lease terms of 12 months or less. The Company has elected to apply the recognition exemption as per paragraph 6 of Ind AS 116 for short-term leases. Payments associated with these leases are recognised as expense in the standalone statement of profit and loss. Also refer note 6 & 15(ii).

The changes in the carrying values of lease liabilities are as follows:	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	21,475.34	3,421.14
Additions during the year	11,882.80	20,023.29
Reduction in liability on account of termination of leases	(2,940.43)	(363.81)
Accretion of interest	2,510.66	1,246.64
Payments during the year*	(6,546.65)	(2,851.92)
Closing balance	**26,381.72**	**21,475.34**

*For the year ended March 31, 2026, the Company has paid lease rental of ₹ 5,615.85 (March 31, 2025: ₹ 2,824.80) towards building/store premises and lease rental of ₹ 930.79 (March 31, 2025: ₹ 87.55) towards furniture and fixtures.

The maturity analysis of lease liabilities are disclosed in note 33(b).

The following are the amounts recognised in the standalone statement of profit or loss:	For the year ended March 31, 2026	For the year ended March 31, 2025
Gain on termination of lease contracts (refer note 19)	(141.55)	(53.34)
Interest expense on lease liabilities (refer note 24)	2,510.66	1,272.18
Depreciation of right-of-use assets (refer note 25)	5,391.38	2,720.43
Expenses relating to short-term leases (refer note 26)	96.28	405.68
Total amount recognised in the standalone statement of profit and loss	**7,856.77**	**4,344.95**

The Company had total cash outflows for leases (including short-term leases) of ₹ 6,642.93 for the year ended March 31, 2026 (March 31, 2025: ₹ 2035.56). There are no leases that have been entered into but not yet commenced as at year end. Further, there are no termination options which are expected to be exercised but not included in the lease term.

30 Related party disclosures

(a) Names of related parties and related party relationship

(i) Related parties where control exists:

Wholly owned subsidiaries
Kiranakart Wholesale Private Limited
Zepto Marketplace Private Limited (w.e.f. October 22, 2024)
Zavrix Realty Private Limited (Formerly Zepto Property Management Private Limited) (w.e.f. November 4, 2024 till March 20, 2026)
Quvora Software Solutions Private Limited (Formerly Kiranakart Software Solutions Private Limited) (w.e.f. November 18, 2024 till March 20, 2026)
Zepto Commerce Private Limited (w.e.f. January 10, 2025)

(ii) Parties over which relative of key management personnel is able to exercise significant influence
Modulus Hospitality Services LLP (entity where relative of Director is having control)

(iii) Key managerial personnel (KMP):

KMP	Role/ Relation	Entity	Tenure / Effective Date
Mr. Aadit Palicha	Managing Director	Zepto Limited	w.e.f. February 4, 2025
	Chief Executive Officer	Zepto Limited	w.e.f. December 23, 2025
Mr. Kaivalya Vohra	Director	Zepto Limited	w.e.f. August 30, 2021
Mr. Nikhil Mittal	Director	Zepto Limited	till March 12, 2025
Mr. Akhil Gupta	Independent Director	Zepto Limited	w.e.f. April 10, 2025
Ms. Anulakshmi Hariharan	Independent Director	Zepto Limited	w.e.f. December 6, 2025
Mr. Paul Hudson	Non-Executive Nominee Director	Zepto Limited	w.e.f. December 5, 2025
Ms. Megha Hegde	Company Secretary	Zepto Limited	w.e.f. August 2, 2024 till October 4, 2024
Mr. Samad Shariff	Company Secretary	Zepto Limited	w.e.f. December 3, 2024
Mr. Ramesh Bafna	Director	Zepto Limited	w.e.f. December 5, 2025
	Chief Financial Officer	Zepto Limited	w.e.f. December 10, 2025

(iv) Relative of KMP
Mr. Jaideep Vohra (relative of Director)

(v) Trust under the control of the Company
Zepto Employee Stock Option Trust (ESOP Trust) (w.e.f. January 27, 2025)

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30 Related party disclosures (continued)

(a) Names of related parties and related party relationship (continued)

(b) Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant year:

Relationship	Nature of transactions	For the year ended March 31, 2026	For the year ended March 31, 2025
A) Transactions during the year:			
(i) Wholly owned subsidiaries			
Kiranakart Wholesale Private Limited	Investment in equity	5,500.69	1,499.63
	Loan given	8,421.07	15,045.53
	Loan repaid	8,505.97	14,960.63
	Interest received	5.15	11.17
	Cross charge of expenses	132.58	114.50
	Recovery of expenses	53.95	-
	Share based payment expense	177.52	70.88
	Income from services	54.98	29.35
Zepto Marketplace Private Limited	Investment in equity	20,000.01	20.00
	Loan given	7,184.98	1,682.42
	Loan repaid	7,184.98	1,682.42
	Interest received	0.58	0.13
	Advertisement fee	1,897.33	75.00
	Sale of platform business	-	15,374.00
	Sale of user database	-	4,686.82
	Cross charge of expenses	3,447.18	3,866.73
	Share based payment expense	1,119.44	298.91
	Administrative support services	642.22	108.83
Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)	Investment in equity	-	10.00
	Cross charge of expenses	0.50	
Quvora Software Solutions Private Limited (Formerly Kiranakart Software Solutions Private Limited)	Investment in equity	-	10.00
	Cross charge of expenses	0.50	-
Zepto Employee Stock Option Trust (ESOP Trust) (in the books of ESOP Trust)	Loan taken	4,712.70	-
	Equity shares issued to employees	5.00	-
	Contribution received	0.01	-
	Investment in equity	4,712.70	-
(ii) Key managerial personnel			
Mr. Aadit Palicha	Remuneration*	27.36	15.00
Mr. Kaivalya Vohra	Remuneration*	26.13	15.00
Mr. Akhil Gupta	Remuneration	9.75	-
Mr. Samad Shariff	Remuneration*	6.56	2.59
Ms. Megha Hegde	Remuneration*	-	0.47
Mr. Ramesh Bafna	Remuneration *	38.50	68.50

*The remuneration to the key managerial personnel are all short term and does not include value of ESOPs issued by the Company, provisions made for gratuity & leave benefits as they are determined by the actuary for the Company as a whole.

Relationship	Nature of transactions	For the year ended March 31, 2026	For the year ended March 31, 2025
(iii) Parties over which relative of key management personnel is able to exercise significant influence			
Modulus Hospitality Services LLP	Services received	-	3.93
(iv) Relatives of key managerial personnel (KMP)			
Mr. Jaideep Vohra (relative of Director)	Services received	-	0.08

B) Balances as at the year end

Name of the party	Nature of balances	As at March 31, 2026	As at March 31, 2025
Kiranakart Wholesale Private Limited	Loan receivable	-	84.90
Kiranakart Wholesale Private Limited	Trade receivable	8.06	10.74
Kiranakart Wholesale Private Limited	Receivable	264.12	186.68
Kiranakart Wholesale Private Limited	Investment in subsidiary	7,001.32	1,500.63
Zepto Marketplace Private Limited	Receivable	4,671.04	7,821.25
Zepto Marketplace Private Limited	Investment in subsidiary	20,020.01	20.00
Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)	Investment in subsidiary	-	10.00
Quvora Software Solutions Private Limited (Formerly Kiranakart Software Solutions Private Limited)	Investment in subsidiary	-	10.00
Zepto Commerce Private Limited	Investment in subsidiary	10.00	10.00
Zepto Employee Stock Option Trust (ESOP Trust) (in the books of ESOP Trust)	Loan payable	4,712.70	-
Zepto Employee Stock Option Trust (ESOP Trust) (in the books of ESOP Trust)	Receivable	5.00	-
Mr. Aadit Palicha	Salary payable	7.22	3.04
Mr. Kaivalya Vohra	Salary payable	6.62	10.72
Mr. Akhil Gupta	Payables	2.25	-

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and normally interest free. There have been no guarantees provided to or received from any related party for payables or receivables for the year ended March 31, 2026 and year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

31 Commitments and contingencies

	As at March 31, 2026	As at March 31 2025
i) Commitments		
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	449.14	796.66
ii) Contingent liabilities		
Pending litigations*	20.10	20.10

*The Company has reviewed all its pending litigations and proceedings and it does not expect the outcome of the proceedings to have a material effect on its standalone financial statements. However, management is confident that the likelihood of the claims being successful is remote, and therefore, no provision for any potential liability has been recognised in these financial statements.

32 Disclosures on financial instruments

(a) Financial instruments by category

The carrying value of financial instruments by categories as at year end is as follows:

	As at March 31, 2026	As at March 31, 2025
Financial assets (current and non-current)		
Carried at amortised cost		
Investment in commercial papers (refer note 9(i))	33,044.94	19,940.34
Trade receivables (refer note 9(ii))	22,291.40	17,581.51
Cash and cash equivalents (refer note 9(iii))	4,016.68	1,595.88
Bank balances other than cash and cash equivalents (refer note 9(iv))	4,638.83	3,971.43
Loans (refer note 9(v))	-	84.90
Other financial assets (refer note 9(vi))	15,911.24	34,638.20
Total	**79,903.09**	**77,812.26**
Measured at fair value through profit and loss		
Investment in mutual funds (refer note 9(i))	3,900.30	23,779.57
Investment in bonds (refer note 9(i))	1,016.68	-
Total	**4,916.98**	**23,779.57**
Financial liabilities (current and non-current)		
Carried at amortised cost		
Lease liabilities (refer note 15(ii))	26,381.72	21,475.34
Trade payables (refer note 15(iii))	31,163.37	19,536.35
Other financial liabilities (refer note 15(iv))	6,725.59	2,936.91
Total	**64,270.68**	**43,948.60**
Measured at fair value through profit and loss		
Derivative liabilities (refer note 15(iv))	-	8.06
Total	**-**	**8.06**

(b) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Below are the fair value measurement hierarchy of the Company's financial assets and liabilities.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable (i.e., derived from prices).

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There have been no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and for the year ended March 31, 2025.

(i) The following table provides the fair value hierarchy of assets and liabilities carried at fair value on a recurring basis as at year end:

	As at March 31, 2026	As at March 31, 2025
Financial assets (current and non-current)		
Level 1*		
Investment in mutual funds (refer note 9(i))	3,900.30	23,779.57
Investment in bonds (refer note 9(i))	1,016.68	-
	4,916.98	**23,779.57**

*All Level 1 derived assets are fair valued at last available markets rate as at the reporting date.

Financial liabilities (current and non-current)		
Level 2		
Derivative liabilities (refer note 15(iv))	-	8.06

(ii) Valuation techniques and key inputs

Level 2

Type	Valuation technique	Inputs used
As at March 31, 2025 **Derivatives - not designated as hedging instruments**	Market valuation techniques	Forward foreign currency exchange rates and interest rates to discount future cash flow

Derivatives/ hedging contracts were closed as on March 31, 2026.

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32 Disclosures on financial instruments (continued)

(c) Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

	As at March 31, 2026		As at March 31, 2025	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets (current and non-current)				
Carried at amortised cost				
Investment in commercial papers (refer note 9(i))	33,044.94	33,044.94	19,940.34	19,940.34
Trade receivables (refer note 9(ii))	22,291.40	22,291.40	17,581.51	17,581.51
Cash and cash equivalents (refer note 9(iii))	4,016.68	4,016.68	1,595.88	1,595.88
Bank balances other than cash and cash equivalents (refer note 9(iv))	4,638.83	4,638.83	3,971.43	3,971.43
Loans (refer note 9(v))	-	-	84.90	84.90
Other financial assets (refer note 9(vi))	15,911.24	15,911.24	34,638.20	34,638.20
Total	**79,903.09**	**79,903.09**	**77,812.26**	**77,812.26**
Measured at fair value through profit and loss				
Investment in mutual funds (refer note 9(i))	3,900.30	3,900.30	23,779.57	23,779.57
Investment in bonds (refer note 9(i))	1,016.68	1,016.68	-	-
Total	**4,916.98**	**4,916.98**	**23,779.57**	**23,779.57**
Financial liabilities (current and non-current)				
Carried at amortised cost				
Lease liabilities (refer note 15(ii))	26,381.72	26,381.72	21,475.34	21,475.34
Trade payables (refer note 15(iii))	31,163.37	31,163.37	19,536.35	19,536.35
Other financial liabilities (refer note 15(iv))	6,725.59	6,725.59	2,944.97	2,944.97
Total	**64,270.68**	**64,270.68**	**43,956.66**	**43,956.66**
Measured at fair value through profit and loss				
Other financial liabilities (refer note 15(iv))	-	-	8.06	8.06
Total	-	-	**8.06**	**8.06**

33 Financial risk management objectives and policies

The Company's principal financial liabilities includes borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets includes security deposits, bank deposits, trade receivables and cash and cash equivalents that derive directly from its operations. The Company also holds investments in mutual funds, bonds and commercial papers.

The Company's activities are exposed to credit risk, liquidity risk and market risk. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

(a) Credit risk

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 is exposed to credit risk from its operating activities (primarily trade receivables) and from its treasury operations (primarily deposits with banks and financial institutions, foreign exchange transactions, investment in mutual funds and other financial instruments). The Company only deals with parties which has good credit rating/ worthiness given by external rating agencies or based on Company's internal assessment.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to whom the credit terms are offered in the normal course of business. The Company uses a provision matrix under expected credit loss model to assess the impairment loss and computing the expected credit loss allowance for trade receivables and loans. The provision matrix takes into account the Company's expected credit loss on current revenue adjusted for historical recovery rates.

Cash and cash equivalents, investments in mutual funds, investments in bonds, commercial papers and bank balances other than cash and cash equivalents are neither past due nor impaired. Cash and cash equivalents include short-term highly liquid fixed deposits with banks which having original maturity less than 3 months.

The changes in respect of allowance for expected credit losses is as follows:

Allowances for credit loss for trade receivables (refer note 9(ii))	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	64.27	-
Allowance created during the year	60.06	64.27
Total	**124.33**	**64.27**

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33 Financial risk management objectives and policies (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility.

The Company assessed the concentration of risk with respect to financial liabilities and concluded it to be low. Access to sources of funding is sufficiently available.

The Company's principal sources of liquidity are cash and cash equivalents, short term investments and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents and short term investments are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	March 31, 2026			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Trade payables	31,163.37	-	-	31,163.37
Lease liabilities	7,477.61	21,937.89	3,686.79	33,102.29
Other financial liabilities	6,725.59	-	-	6,725.59
Total undiscounted financial liabilities	**45,366.57**	**21,937.89**	**3,686.79**	**70,991.25**

	March 31, 2025			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Trade payables	19,536.35	-	-	19,536.35
Lease liabilities	5,455.72	18,791.49	3,883.51	28,130.72
Other financial liabilities	2,944.97	-	-	2,944.97
Total undiscounted financial liabilities	**27,937.04**	**18,791.49**	**3,883.51**	**50,612.04**

Also refer note 31 for details of Company's commitments and contingencies.

(c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises of two types of risks: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings and other payables.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The impact of possible change in floating rate on the Company's profitability was not material. Further, the Company has no debt obligation from financial institutions for the year ended March 31, 2026 and year ended March 31, 2025. Therefore, there is no impact of possible change in floating rate on the entity's profitability in the reporting period.

ii) Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the standalone statement of profit and loss, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the Company. The Company's primary transactional currency is Indian rupee and the foreign currency transactions are restricted to certain payables.

The Company's exposure to foreign currency exchange rate risk is very limited, as the Company doesn't have any significant foreign exchange transactions.

34 Capital management

For the purpose of Company's capital management, capital includes equity share capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the payment to the shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The net debt includes interest bearing loans and borrowings, lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings (refer note 15(i))	-	-
Lease liabilities (refer note 15(ii))	26,381.72	21,475.34
Less: Cash and cash equivalents (Refer note 9(iii))	(4,016.68)	(1,595.88)
Less: Bank balances other than cash and cash equivalents (Refer note 9(iv))	(4,638.83)	(3,971.43)
Less: Current investment (Refer note 9(i))	(37,961.92)	(43,719.91)
Adjusted net debt (A)	-	-
Equity attributable to the equity holders of the Company	91,302.09	99,309.53
Total equity (B)	**91,302.09**	**99,309.53**
Capital and adjusted net debt (C) = (A) + (B)	**91,302.09**	**99,309.53**
Gearing ratio (A/C)*	-	-

*Disclosed as Nil since the adjusted net debt is negative as the Company is funded majorly through own funds.

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Zepto Limited

35 Employee benefit plans

(i) Defined contribution plan

The Company makes provident fund contributions which are defined contribution plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised for the year ended March 31, 2026: ₹ 287.89 (March 31, 2025: ₹ 131.57) for provident fund contribution in the statement of profit and loss.

(ii) Defined benefit plan

The Company offers gratuity benefit to employees, a defined benefit plan, Gratuity plan is governed by the Payment of Gratuity Act, 1972. The Company's gratuity plan is unfunded and provides for a gratuity payment to vested employees at retirement, death while in employment or on termination of employment, an amount equivalent to 15 days of employee's last drawn wage for each completed year of service.

(a) Gratuity is a defined benefit plan and Company is exposed to the following risks:

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumptions made.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

(b) The following tables summarize the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet:

	For the year ended March 31, 2026	For the year ended March 31, 2025
Defined benefit expense recognised through statement of profit and loss		
Current service cost	174.67	90.34
Interest on defined benefit obligation	20.67	9.08
Net gratuity cost	**195.34**	**99.42**
Re-measurement (gain)/ loss in other comprehensive income		
Actuarial (gain)/ loss arising from change in financial assumptions	(1.52)	14.07
Actuarial (gain) arising from change in demographic adjustments	(45.06)	(26.95)
Actuarial (gain)/ loss arising from change in experience adjustments	(114.73)	81.09
Total (income)/ expenses recognised through other comprehensive income	**(161.31)**	**68.21**

Amounts recognised in balance sheet:	As at March 31, 2026	As at March 31, 2025
Present value of defined benefits obligation (non-current)	260.51	224.15
Present value of defined benefits obligation (current)	16.38	0.47
Closing defined benefit obligation	**276.89**	**224.62**
Change in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	224.62	125.24
Current service cost	174.67	90.34
Interest on defined benefit obligation	20.67	9.08
Benefits paid	(0.15)	(0.03)
Impact of liability settled on account of inter-company transfer	18.39	(3.87)
Transfer of obligation on account of business transfer	-	(64.35)
Actuarial (gain)/ loss recognised in OCI	(161.31)	68.21
Closing defined benefit obligation	**276.89**	**224.62**

(c) The principal assumptions used in determining gratuity and leave benefit obligations for the Company's plan are as follows:

	As at March 31, 2026	As at March 31, 2025
i) Regular employees:		
Discount rate	6.80%	6.75%
Attrition rate	11.40%-25.20%	13%-17%
Salary escalation rate	15.00%	15.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
ii) Operating staff*:		
Discount rate	5.95%	-
Attrition rate	90.00%	-
Salary escalation rate	10.00%	-
Mortality rate	100% of IALM 2012-14	-

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*Employed at dark stores and warehouses.

(d) Quantitative sensitivity analysis of significant assumptions are as shown below:

	Sensitivity level	As at March 31, 2026 Increase	As at March 31, 2026 Decrease	As at March 31, 2025 Increase	As at March 31, 2025 Decrease
Discount rate	0.5% increase/ decrease	(11.49)	12.33	(11.37)	12.30
Future salary increase	0.5% increase/ decrease	8.43	(8.24)	8.53	(8.28)

The sensitivity analysis above determine their individual impact on the plan's end of year defined benefit obligation. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

(e) The expected maturity analysis of gratuity is as follows (undiscounted basis)

	As at March 31, 2026	As at March 31, 2025
Within 1 year	8.85	0.43
Between 2 and 5 years	103.22	61.42
Between 6 and 10 years	142.48	99.84
Beyond 10 years	297.49	358.20

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 1.00 to 9.00 years for the year ended March 31, 2026 (March 31, 2025: 10.52 years).

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36 Employee share option plans

The Company has adopted an employee stock option scheme titled the "Zepto Employee Stock Option Plan I" ("new plan") approved in the shareholders meeting.

As per the order of merger scheme dated February 4, 2025 (refer note 39), all the options previously granted under the erstwhile Employee Stock Option Plan ("old plan") of Kiranakart Pte. Limited (erstwhile company) shall be deemed to have been granted under the new plan as if the new plan had been in existence at the time of such grant, without any further action required from the respective option holders. The Company has determined that the fair value of the replaced options on the date of adoption of the new plan is not higher than that of the original plan. The new plan is administered by the Nomination and Remuneration Committee (NRC) of the Company.

During the year ended March 31, 2026, the Board approved the amendment to the new plan on October 15, 2025 and the shareholders approved the amendment on October 16, 2025. The exercise price of options is ₹ Nil.

Treasury Shares

The Company has constituted Zepto Employee Stock Option Trust (Trust) on January 27, 2025 to acquire, hold and allocate/ transfer equity shares of the Company to eligible employees (as defined in the new plan) from time to time on the terms and conditions specified under the new plan. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in the statement of profit and loss on the purchase, sale, issue or cancellation of the company's own equity instruments. Share options exercised during the reporting year are settled with treasury shares.

During the year ended March 31, 2026, the Company alloted 942,539,085 treasury shares having a face value of ₹ 5 each to the ESOP Trust for further issuance under the employee share option plan. Further during the year ended March 31, 2026, the employees of the Company exercised 1,303,866 options amounting to 1,000,000 equity shares.

The total expense of share based payments for the year ended March 31, 2026 is ₹ 4,272.46 (March 31, 2025: ₹ 2,864.67) and the same has been disclosed under employee benefits expense in the statement of profit and loss.

Movement of share options during the year

The following table illustrates the movement of the options during the financial year

	As at March 31, 2026	As at March 31, 2025
(a) Stock options issued to the employees of the Company		
Outstanding as at the beginning of the year	618,297,559	504,711,079
- Granted during the year	412,331,012	289,214,187
- Cancelled during the year	(62,021,696)	(84,674,106)
- Transferred during the year on account of transfer of employees	(11,576,652)	(142,085,390)
- Exercised/ adjusted during the year	(1,303,866)	51,131,789
Outstanding as at the end of the year	**955,726,357**	**618,297,559**
Vested as at the year end	**422,187,727**	**289,931,289**
(b) Stock options issued to the employees of the subsidiaries		
Outstanding as at the beginning of the year	158,630,434	-
- Granted during the year	78,290,400	17,473,186
- Cancelled during the year	(44,505,710)	(928,142)
- Transferred during the year on account of transfer of employees	11,576,652	142,085,390
- Exercised/ adjusted during the year	-	-
Outstanding as at the end of the year	**203,991,776**	**158,630,434**
Vested as at the year end	**80,004,600**	**30,454,253**

Fair value of share options granted

The fair value of share options granted by the Company that are classified as time-based options is estimated at the grant date using arm's length price of the share options computed using black scholes model, taking into account the terms and conditions upon which the share options were granted. The inputs used to measure fair values of options granted on the grant date were as follows:

	As at March 31, 2026	As at March 31, 2025
Dividend yield (% p.a.)	0.00%	0.00%
Expected volatility (% p.a.)*	55.00%	50.00%
Risk-free interest rate (% p.a.)	6.14% - 6.67%	6.64% - 7.13%
Expected time to exercises shares	Immediately on vesting at yearly rest	Immediately on vesting at yearly rest
Weighted average remaining contractual life of options outstanding at end of year	1.33 years	2.08 Years
Weighted average fair value	₹ 30.72	₹ 21.52

*Expected volatility is based on historical volatility of share prices of comparable companies for the expected life of options.

37 Income taxes

(a) Reconciliation of tax expense to the amount computed by applying the statutory income tax rate to the profit/ (loss) before tax is summarised below:

	For the year ended March 31, 2026	For the year ended March 31, 2025
Accounting loss before tax	(41,155.67)	(33,561.78)
Tax at India's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)	(10,358.06)	(8,446.83)
Other non deductible expenses	438.97	3,861.31
Tax on account of common control transaction	-	42.81
Other temporary differences, business losses and unabsorbed depreciation on which deferred tax is not recognised*	9,919.09	4,585.52
Income tax expense reported in the statement of profit and loss	-	**42.81**

* The Company is having net deferred tax assets primarily comprising of deductible temporary differences, unabsorbed depreciation and brought forward losses under tax laws. However, in the absence of reasonable certainty as to its realisation of Deferred Tax Assets (DTA), DTA has not been recognised. The unused tax losses expire upto 8 years.

(b) Deferred tax

	As at March 31, 2026	As at March 31, 2025
Deferred tax liability		
Right of use assets	(6,139.85)	(5,203.23)
Fair value changes in financial instruments	-	(187.41)
Total (I)	**(6,139.85)**	**(5,390.64)**
Deferred tax assets		
Fair value changes in financial instruments	1.39	-
Impact of difference between tax depreciation/ amortisation charged for the financial reporting	445.17	84.71
Provision for employee benefits	323.27	238.53
Unabsorbed depreciation	851.27	402.76
Carry forward loss	23,574.56	15,166.75
Lease liabilities	6,639.75	5,404.92
Others	453.83	323.27
Total (II)	**32,289.24**	**21,620.94**
Net deferred tax assets not recognised (I) + (II)	**26,149.39**	**16,230.30**

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Zepto Limited

37 Income taxes (continued)

(c) Deductible temporary differences for which no deferred tax asset is recognised in the balance sheet:

Particulars	Expiry date	As at March 31, 2026	As at March 31, 2025
Deferred tax assets/ (liabilities) arising on account of:			
Business loss	March 31, 2029	3.33	3.33
Business loss	March 31, 2030	801.47	801.47
Business loss	March 31, 2031	3,202.10	3,202.10
Business loss	March 31, 2032	2,924.47	2,924.47
Business loss	March 31, 2033	8,235.38	8,235.38
Business loss	March 31, 2034	8,407.81	-
Unabsorbed depreciation	Unlimited	851.27	402.76
Other temporary differences	Unlimited	1,723.56	660.79

38 Segment reporting

For the years ended March 31, 2026 and for the year ended March 31, 2025 the Company was managed as a single operating segment. Furthermore, the Company has identified that the Board of Directors are the Chief Operating Decision Maker ('CODM') as they are responsible for making decisions regarding the allocation of resources and assessing performance, as well as for strategic operational decisions and managing the Company.
Following are the disclosures about geographical areas and major customers:

Geographical Information:
The Company derives its revenue from sale of products and rendering of services in India.
All non current assets including property, plant and equipment, intangible assets, right-of-use assets, and other non-current assets are located in India only.

Information about major customers:
for the year ended March 31, 2026, the Company has 3 customers (March 31, 2025: 4 customers) constituting more than 10% for each customer which amounts to majority of the total revenue of the Company.

39 Business combination under common control

Amalgamation of Kiranakart Pte. Limited (hereafter referred to as 'Amalgamating Company' or 'KKTPL') with the Holding Company

The Board of Directors of the Company, in its meeting held on October 3, 2024, approved the Scheme of Amalgamation and Arrangement under sections 230-232 and other applicable provisions of the Companies Act, 2013 for amalgamation of amalgamation of Kiranakart Pte. Limited ('Amalgamating Company') with the Company ('Scheme'). The aforesaid Scheme was sanctioned by Hon'ble National Company Law Tribunal ('NCLT') Mumbai Bench vide order dated January 9, 2025 and Singapore bench vide dated January 27, 2025. The Scheme has become effective on February 4, 2025 upon filing of the certified copy of the orders passed by NCLT with the relevant Registrar of Companies. All the assets, liabilities, reserves and surplus of the Amalgamating Company have been transferred to and vested in the Company. The appointed date is February 4, 2025.

(a) Accounting treatment in the books of the Holding Company

The amalgamation has been accounted in accordance with 'pooling of interest method' as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103 notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. The Company has retrospectively accounted for consolidation of the above mentioned subsidiaries as on April 1, 2024 which is the beginning of the earliest comparative year presented and the assets, liabilities and equity of the above mentioned subsidiaries are consolidated at their respective carrying value and no fair value adjustments have been done.
(i) All assets and liabilities of the amalgamating Company are stated at the carrying values as appearing in the financial statements of Amalgamating Company.
(ii) The identity of the reserves have been preserved and are recorded in the same form and at the carrying amount as appearing in the financial statements of Amalgamating Company.
(iii) The inter-company balances between Amalgamating company and Holding Company have been eliminated.
(iv) Comparative financial information in the standalone financial statements of the Holding Company has been restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative year.
(v) The surplus/ deficit, if any, arising after taking the effect of sub-clauses (i) to (iii) above shall be transferred to Capital reserve/ Amalgamation adjustment deficit account (as applicable) in the standalone financial statements of the Holding Company.
(vi) The debit balance in the retained earnings of the Holding Company as on the appointed date, has been adjusted first with credit balance in securities premium and remaining balance with capital reserve.

(b) Following are the details of the consideration in nature of equity and preference shares to be issued by the Company:

Particulars	February 4, 2025	April 1, 2024
Equity shares (refer note 13)	12,582.51	12,449.92
Compulsorily convertible preference shares (refer note 13)	62,915.62	44,231.50
Total purchase consideration# (A)	**75,498.13**	**56,681.42**

#Purchase consideration in the nature of equity/ preference shares of the Company paid to equity/ preference shareholders of KKTPL.

(c) Details of assets and liabilities of KKTPL added to the opening balances of the Company and consequential adjustment to Capital reserve/ (Amalgamation adjustment deficit account):

Particulars	February 4, 2025	April 1, 2024
Assets acquired		
Property, plant and equipment	0.11	-
Cancellation of existing investment in equity	132,864.34	37,675.86
Cash and bank balances	1.68	9,613.67
Due from related party	4,484.20	1,191.70
Other receivables	9.32	59.38
Total (I)	**137,359.65**	**48,540.61**
Liabilities transferred		
Reserves	11,500.76	3,677.01
Other payables	44.79	109.32
Total (II)	**11,545.55**	**3,786.33**
Net identifiable assets (B) [I-II]	**125,814.10**	**44,754.28**
Capital reserve/ (Amalgamation adjustment deficit account) [B-A]	**50,315.97**	**(11,927.14)**

(d) Disclosure of Capital reserve/ (Amalgamation adjustment deficit account)

		February 4, 2025	April 1, 2024
Share capital of the Company cancelled	(i)	125,814.10	44,754.28
Less: Purchase consideration to the shareholders of KKTPL	(ii)	(75,498.13)	(56,681.42)
Capital reserve/ (Amalgamation adjustment deficit account)	(i)-(ii)	50,315.97	(11,927.14)

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40 Additional disclosure required under Sec 186(4) of the Companies Act, 2013

(a) The details of loans of the Company outstanding at the end of the year, as per section 186(4) of the Companies Act, 2013:

Name of party	Purpose	Nature	Outstanding amount		Maximum Outstanding amount	
			March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Kiranakart Wholesale Private Limited	Working capital Requirement	Loan given	-	84.90	544.50	15,045.53
Zepto Marketplace Private Limited	Working capital Requirement	Loan given	-	-	456.89	1,682.42

The Company is in compliance with number of layers of companies, as prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(b) Investments made in subsidiary companies are disclosed under respective heads (refer note 9(i)).

41 Other statutory information

(a) The Company does not have any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(b) The Company does not have any transactions with struck off companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, for the years ended March 31, 2026 and March 31,2025.

(c) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

(d) The Company has not traded or invested in Crypto currency or Virtual currency during the years ended March 31, 2026 and March 31, 2025.

(e) The Company has not made any such 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).

(f) 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, whether, 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.

(g) 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, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate

(h) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory year.

(i) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(j) The Company has entered into a scheme of arrangement for amalgamation of Kiranakart Pte. Limited ('Amalgamating Company') with the Company ('Scheme'). The Company has done the compliances for the approved scheme (refer note 39).

(k) The Company had borrowing facility from banks on the basis of security of current assets and movable fixed assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of account.

42 During the year ended March 31, 2025, the Holding Company has transferred its mobile application under the brand name "ZEPTO" and the website www.zeptonow.com (website and mobile application shall be together referred as "Platform Business") to Zepto Marketplace Private Limited ("ZMPL") a wholly owned subsidiary together with the assets, intellectual property, liabilities, contracts and manpower comprised therein on a slump sale basis for a total consideration of ₹ 15,374.00 million settled through the issuance of equity shares by ZMPL to the Holding Company.

The transfer of the marketplace platform business represents a strategic sale out to ZMPL as part of the Holding Company's transition to a marketplace model. The consideration for the transfer was determined basis a fair valuation by an independent third-party valuation specialist. In absence of commercial substance, the consideration have been recorded at nominal value.

The excess of consideration recorded over the Marketplace Platform Business's carrying value of net assets amounting to ₹ 2,620.52 million, has been recognized as gain on sale of the business under slump sale and included in the profit and loss account.

In the absence of any explicit guidance regarding accounting treatment to be followed in common control transactions in the books of the transferor in Appendix C to Ind-AS 103 on "Business Combination", the Holding Company has adopted an accounting policy choice and has recognized such gains in the statement of profit and loss.

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Zepto Limited

43 Ratio analysis and its elements

Ratios	Numerator	Denominator	March 31, 2026	March 31, 2025	Variance %	Reason for significant variance
Current Ratio (in times)	Current assets	Current liabilities	2.09	3.92	(46.75%)	There is a decrease on account of increase in trade payables.
Debt-Equity Ratio (in times)	Total debt	Shareholder's equity	0.29	0.22	33.62%	There is an improvement on account of increase in losses for the current year.
Debt service coverage ratio (in times)	Earnings available for Debt Service	Debt Service	(3.92)	(5.55)	(29.39%)	There is a decrease on account of leases.
Return on Equity Ratio (in %)	Net Profits after taxes	Shareholder's equity	(43.18%)	(57.68%)	25.13%	There is an improvement primarily on account of increase in shareholders' equity.
Inventory Turnover Ratio (in times)	Net sales	Average inventory	19.45	20.23	(3.83%)	NA
Trade Receivables Turnover Ratio (in times)	Revenue	Average trade receivable	9.38	8.89	5.49%	NA
Trade Payables Turnover Ratio (in times)	Expenses	Average trade payables	7.08	8.76	(19.18%)	NA
Net Capital Turnover Ratio (in times)	Revenue	Working capital	3.81	1.15	231.32%	There is an improvement on account of increase in revenue from operations.
Net Profit Ratio (in %)	Net Profit	Revenue	(22.01%)	(36.67%)	39.96%	There is an improvement on account of increase in revenue from operations.
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital employed	(32.98%)	(32.05%)	(2.89%)	NA
Return on Investment (in %)	Interest earned on investments	Investments	8.50%	6.47%	31.34%	There is an improvement on account of change in asset allocation.

44 Corporate Social Responsibility ('CSR')

The Company does not fulfil the criteria stated by section 135(1) of the Companies Act, 2013. The CSR provisions are not applicable to the Company and hence no disclosure has been made in the standalone financial statements.

45 Maintenance of daily backup of books of account and audit trail (edit log)

The books of account along with other relevant records and papers of the Company are currently maintained in electronic mode. These are readily accessible in India at all times and back-up is maintained on servers located in India, on a regular basis.

The Company has used an accounting software for maintaining its books of account and certain other support software applications including third-party operated software applications for purchase and inventory management, revenue management, payout calculation, management of indirect taxes, payroll management, intangibles management and lease accounting that has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled at the database level insofar as it relates to the accounting software and one other third-party operated software application for the management of indirect taxes. Further no instance of audit trail feature being tampered with was noted in respect of these software applications where the audit trail has been enabled.

Additionally, for these applications the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective year.

46 Events after the reporting period

Subsequent to the year ended March 31, 2026, 2,732,757 Series A3 CCPS, 11,530 Series II-G CCPS, 12,773,618 Series A1 CCPS, 10,947,215 Series A2 CCPS, 8,881,773 Series A6 CCPS, 206,668 Series B CCPS, 7,360,393 Series C CCPS, 1,186,477 Series D CCPS, 1,464,110 Series E CCPS and 461,892 Series G CCPS were converted into equity shares ₹ 5 each in accordance with the terms and rights set out in the Shareholder's Agreement ("SHA").

47 Absolute amount less than ₹ 5,000 are appearing as "*" in standalone financial statements due to presentation in million.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Place: Bengaluru
Date: May 28, 2026

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

INDEPENDENT AUDITOR'S REPORT

To the Members of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company"), its subsidiaries and trust (the Holding Company, its subsidiaries and trust together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2026, the consolidated Statement of Profit and Loss, including Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the 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 consolidated state of affairs of the Group as at March 31, 2026, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our Report. We are independent of the Group 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 consolidated 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 audit opinion on the consolidated financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

S.R. Batliboi & Associates LLP Bengaluru

Responsibility of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective Companies 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of their respective Companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of their respective Companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Holding 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 management.

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Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company, its subsidiaries and trust included in the consolidated financial statements of which we are the independent auditors 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.

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 sub-section (11) of section 143 of the Act, based on our audit of the Holding Company and its subsidiaries incorporated in India, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. 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 of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except as disclosed in note 43 of the consolidated financial statements, for the matters stated in paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries incorporated in India, as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and its subsidiaries, none of the directors of the Group's Companies incorporated in India, is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

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(f) With respect to the adequacy of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiaries incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this Report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid/ provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);

(i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements– refer note 31(ii) to the consolidated financial statements;

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2026;

iv. (a) The respective management of the Holding Company and its subsidiaries, which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of its knowledge and belief, 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 Holding Company or any of such subsidiaries 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective management of the Holding Company and its subsidiaries, which are Companies incorporated in India whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures performed 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 (a) and (b) contain any material misstatement;

v. No dividend has been declared or paid during the year by the Holding Company and its subsidiaries incorporated in India;

S.R. Batliboi & Associates LLP
Bengaluru

vi. Based on our examination which included test checks, the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act, has used an accounting software for maintaining its books of account and certain other support software applications including third-party operated software applications for purchase and inventory management, revenue management, payout calculation, management of indirect taxes, payroll management, intangibles management and lease accounting that has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, for one accounting software and one other third- party operated software application for the management of indirect taxes, as described in note 43 to the consolidated financial statements. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with respect to these software applications where audit trail has been enabled. Additionally, for these applications the audit trail of prior years has been preserved by the Holding Company and its subsidiaries, as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

S. R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

Annexure 1 referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company")

In terms of the information and explanations sought by us and given by the Holding Company and its subsidiaries incorporated in India and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) There are no qualifications or adverse remarks by us in the Companies (Auditors Report) Order, 2020 (CARO) reports of the Companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

Annexure 2 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited).

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and it's subsidiaries incorporated in India, Kiranakart Wholesale Private Limited and Zepto Marketplace Private Limited (the Holding Company and its aforesaid subsidiaries together referred to as "the Group") as of that date. This Report does not include reporting on the internal financial controls of one of the subsidiary incorporated in India, namely Zepto Commerce Private Limited ,as clause (i) of sub-section 3 of section 143 of the Act is not applicable, basis the exemption available to Companies under MCA notification no. G.S.R. 583(E) dated June 13. 2017, read with corrigendum dated July 13, 2017, on reporting on internal financial controls over financial reporting.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Companies included in the Group, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 ("ICAI"). 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 the 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 Holding Company's and its subsidiaries incorporated in India, internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these consolidated financial statements was 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 these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated 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 consolidated 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 internal financial controls with reference to these consolidated financial statements.

S.R. Batliboi & Associates LLP
Bengaluru

Meaning of Internal Financial Controls with Reference to these Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group have maintained, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

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INDEPENDENT AUDITOR'S REPORT

To the Members of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company"), its subsidiaries and trust (the Holding Company, its subsidiaries and trust together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2026, the consolidated Statement of Profit and Loss, including Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the 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 consolidated state of affairs of the Group as at March 31, 2026, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our Report. We are independent of the Group 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 consolidated 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 audit opinion on the consolidated financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

S.R. Batliboi & Associates LLP Bengaluru

Responsibility of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective Companies 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of their respective Companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of their respective Companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Holding 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 management.

S.R. Batliboi & Associates LLP Bengaluru

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company, its subsidiaries and trust included in the consolidated financial statements of which we are the independent auditors 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.

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 sub-section (11) of section 143 of the Act, based on our audit of the Holding Company and its subsidiaries incorporated in India, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. 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 of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except as disclosed in note 43 of the consolidated financial statements, for the matters stated in paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries incorporated in India, as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and its subsidiaries, none of the directors of the Group's Companies incorporated in India, is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

S.R. Batliboi & Associates LLP Bengaluru

(f) With respect to the adequacy of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiaries incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this Report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid/ provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);

(i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements– refer note 31(ii) to the consolidated financial statements;

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2026;

iv. (a) The respective management of the Holding Company and its subsidiaries, which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of its knowledge and belief, 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 Holding Company or any of such subsidiaries 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective management of the Holding Company and its subsidiaries, which are Companies incorporated in India whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures performed 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 (a) and (b) contain any material misstatement;

v. No dividend has been declared or paid during the year by the Holding Company and its subsidiaries incorporated in India;

S.R. Batliboi & Associates LLP Bengaluru

vi. Based on our examination which included test checks, the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act, has used an accounting software for maintaining its books of account and certain other support software applications including third-party operated software applications for purchase and inventory management, revenue management, payout calculation, management of indirect taxes, payroll management, intangibles management and lease accounting that has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, for one accounting software and one other third- party operated software application for the management of indirect taxes, as described in note 43 to the consolidated financial statements. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with respect to these software applications where audit trail has been enabled. Additionally, for these applications the audit trail of prior years has been preserved by thc Holding Company and its subsidiaries, as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

Annexure 1 referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company")

In terms of the information and explanations sought by us and given by the Holding Company and its subsidiaries incorporated in India and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) There are no qualifications or adverse remarks by us in the Companies (Auditors Report) Order, 2020 (CARO) reports of the Companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

Annexure 2 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited).

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and it's subsidiaries incorporated in India, Kiranakart Wholesale Private Limited and Zepto Marketplace Private Limited (the Holding Company and its aforesaid subsidiaries together referred to as "the Group") as of that date. This Report does not include reporting on the internal financial controls of one of the subsidiary incorporated in India, namely Zepto Commerce Private Limited ,as clause (i) of sub-section 3 of section 143 of the Act is not applicable, basis the exemption available to Companies under MCA notification no. G.S.R. 583(E) dated June 13. 2017, read with corrigendum dated July 13, 2017, on reporting on internal financial controls over financial reporting.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Companies included in the Group, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 ("ICAI"). 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 the 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 Holding Company's and its subsidiaries incorporated in India, internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these consolidated financial statements was 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 these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated 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 consolidated 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 internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with Reference to these Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group have maintained, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Kaustav Ghose

S.R. Batliboi & Associates LLP
Bengaluru

per Kaustav Ghose
Partner
Membership Number: 057828
UDIN: 26057828TARZFA3592

Place: Bengaluru
Date: May 28, 2026

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Consolidated Balance Sheet as at March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment (net)	4	8,814.53	8,940.90
Capital work in progress (CWIP)	5	403.56	44.18
Right-of-use (ROU) assets	6	25,062.14	21,056.47
Intangible assets (net)	7	1,757.42	57.45
Intangible assets under development	8	218.73	-
Financial assets			
Other financial assets	9(v)	1,722.39	5,782.62
Income tax assets (net)	10	685.93	691.12
Other non-current assets	11	51.89	178.65
Total non-current assets		**38,716.59**	**36,751.39**
Current assets			
Inventories	12	8,970.49	6,104.42
Financial assets			
Investments	9(i)	37,972.32	43,750.08
Trade receivables	9(ii)	24,235.48	17,908.43
Cash and cash equivalents	9(iii)	4,041.32	1,634.94
Bank balances other than cash and cash equivalents	9(iv)	5,689.98	4,023.08
Other financial assets	9(v)	10,727.24	22,231.36
Other current assets	11	4,747.65	5,597.59
Total current assets		**96,384.48**	**101,249.90**
Total assets		**135,101.07**	**138,001.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	12,753.16	12,582.51
Share suspense account	13	-	-
Instruments entirely equity in nature	13	69,713.65	63,105.89
Other equity	14	(22,487.94)	10,172.91
Total equity		**59,978.87**	**85,861.31**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15(i)	-	-
Lease liabilities	15(ii)	21,671.92	18,354.26
Provisions	17	373.26	312.47
Total non-current liabilities		**22,045.18**	**18,666.73**
Current liabilities			
Financial liabilities			
Borrowings	15(i)	-	-
Lease liabilities	15(ii)	5,429.08	3,524.22
Trade payables	15(iii)		
total outstanding dues of micro enterprises and small enterprises		5,626.35	4,682.08
total outstanding dues of creditors other than micro enterprises and small enterprises		31,621.51	18,585.74
Other financial liabilities	15(iv)	8,024.92	4,456.28
Other current liabilities	16	2,004.33	1,750.78
Provisions	17	370.83	431.34
Current tax liabilities (net)		-	42.81
Total current liabilities		**53,077.02**	**33,473.25**
Total liabilities		**75,122.20**	**52,139.98**
Total equity and liabilities		**135,101.07**	**138,001.29**
Summary of material accounting policies	2.3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Palicha

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Zepto Limited

Somad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Consolidated Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from operations	18	226,235.84	111,099.47
Other income	19	5,047.94	4,928.07
Total income (i)		**231,283.78**	**116,027.54**
EXPENSES			
Purchase of traded goods	20	184,849.75	100,260.18
Change in inventories of traded goods	21	(2,866.07)	(4,838.95)
Delivery and handling expense	22	30,463.41	15,989.35
Employee benefits expense	23	17,846.67	12,406.43
Finance costs	24	2,647.91	1,377.08
Depreciation and amortisation expense	25	8,942.56	4,040.75
Other expenses	26	48,383.23	33,175.85
Total expenses (ii)		**290,267.46**	**162,410.69**
Loss before exceptional items and tax [(iii) = (i) - (ii)]		**(58,983.68)**	**(46,383.15)**
Exceptional items (iv)	27	68.24	571.18
Loss before tax [(v) = (iii) - (iv)]		**(59,051.92)**	**(46,954.33)**
Income tax expense			
Current tax	37	-	42.81
Deferred tax		-	-
Total tax expense (vi)		**-**	**42.81**
Loss for the year [(vii) = (v) - (vi)]		**(59,051.92)**	**(46,997.14)**
Other comprehensive income/ (loss) ('OCI'), net of tax			
Items that will not be reclassified to profit or loss in subsequent periods:			
Re-measurement income/ (loss) on defined benefit obligation	35(b)	182.56	(76.46)
Other comprehensive income/ (loss) for the year, net of tax (viii)		**182.56**	**(76.46)**
Total comprehensive loss for the year, net of tax [(ix) = (vii) + (viii)]		**(58,869.36)**	**(47,073.60)**
Loss per equity share of face value ₹ 5 each (March 31, 2025: ₹ 5 each)			
Basic and diluted earnings per share (in ₹)	28	(5.05)	(3.64)
Summary of material accounting policies	2.3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Consolidated Statement of Changes in Equity for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

a) Equity share capital (refer note 13)

	No. of shares	Amount
Issued, subscribed and fully paid up share capital		
Equity shares of ₹ 5 each (March 31, 2025: ₹5 each)		
As at April 1, 2024	-	-
Add: Issue of right equity shares during the year	3,380,209	33.80
Add: Issue of bonus shares during the year	7,090,393,750	70,903.94
Less: Cancellation of equity shares on account of common control transaction	(7,093,773,959)	(70,937.74)
Add: Issue of equity shares on account of common control transaction	2,516,502,528	12,582.51
As at March 31, 2025	**2,516,502,528**	**12,582.51**
Add: Issue of equity shares of ₹ 5 each during the year (refer note 36)	942,539,085	4,712.70
Less: Shares held by ESOP Trust (treasury shares, net of exercise) (refer note 36)	(941,539,085)	(4,707.70)
Add: Conversion of OCRPS into equity share capital during the year (refer note 13)	5,853,905	29.27
Add: Conversion of CCPS into equity share capital during the year (refer note 13)	27,275,556	136.38
As at March 31, 2026	**2,550,631,989**	**12,753.16**

b) Instruments entirely equity in nature (refer note 13)

	No. of shares	Amount
i) 0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each		
As at April 1, 2024	-	-
Add: Issue of CCPS during the year	996,819	9.95
Add: Issue of CCPS on account of common control transaction	6,291,561,304	62,915.62
As at March 31, 2025	**6,292,558,123**	**62,925.57**
Add: Issue of CCPS during the year	678,839,910	6,788.40
Add: CCPS called up during the year (refer note 13)	-	0.02
Less: Conversion of CCPS into equity share capital during the year (refer note 13)	(33,125)	(0.34)
As at March 31, 2026	**6,971,364,908**	**69,713.65**
ii) 0.01% Optionally Convertible Redeemable Preference Shares ("OCRPS") of ₹ 10 each		
As at April 1, 2024	**24,546**	*
Add: Reclassified during the year (refer note 15(i)(C))		
0.01% Series A OCRPS	8,182	60.11
0.01% Series B OCRPS	16,364	120.21
As at March 31, 2025	**24,546**	**180.32**
Less: Conversion of OCRPS into equity share capital during the year (refer note 13)	(24,546)	(180.32)
As at March 31, 2026	-	-
Total		
As at March 31, 2025	**6,292,582,669**	**63,105.89**
As at March 31, 2026	**6,971,364,908**	**69,713.65**

*Value less than ₹ 0.01 million

c) Share suspense account (refer note 13)

	No. of shares	Amount
i) Equity shares of ₹ 5 each		
As at April 1, 2024	**2,489,984,198**	**12,449.92**
Add: Issued on account of common control transaction	26,518,330	132.59
Less: Issue of equity shares on account of common control transaction	(2,516,502,528)	(12,582.51)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
ii) Instruments entirely equity in nature (0.01% Compulsorily Convertible Preference Shares ("CCPS") of ₹ 10 each)		
As at April 1, 2024	**4,423,149,380**	**44,231.50**
Add: Issued on account of common control transaction	1,868,411,924	18,684.12
Less: Issue of CCPS on account of common control transaction	(6,291,561,304)	(62,915.62)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
Total		
As at March 31, 2025	-	-
As at March 31, 2026	-	-

S.R. Batliboi & Associates LLP Bengaluru

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Zepto Limited

d) Other equity (refer note 14)

For the year ended March 31, 2025

Particulars	Reserves and surplus							Total
	Retained earnings	Securities premium	Foreign currency translation reserve (FCTR)	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Re-measurement gain/ (loss) on defined benefit obligation	
As at April 1, 2024	**(29,142.55)**	-	**454.24**	**(11,927.14)**	**1,141.29**	-	**(35.32)**	**(39,509.48)**
Loss for the year	(46,997.14)	-	-	-	-	-	-	(46,997.14)
Other comprehensive income	-	-	-	-	-	-	(76.46)	(76.46)
Total comprehensive income for the year	**(46,997.14)**	-	-	-	-	-	**(76.46)**	**(47,073.60)**
Issue of right equity shares	-	89,488.54	-	-	-	-	-	89,488.54
Issue of CCPS (refer note 13)	-	31,493.28	-	-	-	-	-	31,493.28
Utilisation for bonus shares	-	(70,903.94)	-	-	-	-	-	(70,903.94)
Share issue expenses	(89.84)	(54.38)	-	-	-	-	-	(144.22)
Fair value of share warrant	-	-	-	-	-	32.21	-	32.21
Capital contribution from shareholder (refer note 26)	-	-	-	-	-	132.77	-	132.77
Premium towards OCRPS reclassification	-	67.26	-	-	-	-	-	67.26
Effect of common control transaction (refer note 39)								
Reserves arising on account of common control transaction	-	-	(65.90)	62,243.11	-	-	-	62,177.21
Cancellation of securities premium	-	(18,584.60)	-	-	-	-	-	(18,584.60)
Repurchase of stock options	-	-	-	-	(213.26)	-	-	(213.26)
Adjustment on common control transaction	-	-	-	-	(23.72)	-	-	(23.72)
Share based payment expense	-	-	-	-	3,234.46	-	-	3,234.46
Reclassification of FCTR on account of common control transaction	-	-	(388.34)	388.34	-	-	-	-
Offset of debit balance of retained earnings with securities premium and capital reserve	57,827.59	(31,506.16)	-	(26,321.43)	-	-	-	-
As at March 31, 2025	**(18,401.94)**	-	-	**24,382.88**	**4,138.77**	**164.98**	**(111.78)**	**10,172.91**

For the year ended March 31, 2026

Particulars	Reserves and surplus							Total
	Retained earnings	Securities premium	Foreign currency translation reserve (FCTR)	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Re-measurement gain/ (loss) on defined benefit obligation	
As at April 1, 2025	**(18,401.94)**	-	-	**24,382.88**	**4,138.77**	**164.98**	**(111.78)**	**10,172.91**
Loss for the year	(59,051.92)	-	-	-	-	-	-	(59,051.92)
Other comprehensive income	-	-	-	-	-	-	182.56	182.56
Total comprehensive income for the year	**(59,051.92)**	-	-	-	-	-	**182.56**	**(58,869.36)**
Issue of CCPS (refer note 13)	-	18,828.78	-	-	-	-	-	18,828.78
Proceeds on conversion of partly paid Series I D CCPS to fully paid Series I D CCPS	-	75.78	-	-	-	-	-	75.78
Conversion of OCRPS and CCPS into equity share capital (refer note 13)	-	15.01	-	-	-	-	-	15.01
Share based payment expense	-	-	-	-	5,569.42	-	-	5,569.42
Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	-	-	-	-	(0.70)	(4.30)	-	(5.00)
Capital contribution from shareholder (refer note 26)	-	-	-	-	-	1,724.52	-	1,724.52
As at March 31, 2026	**(77,453.86)**	**18,919.57**	-	**24,382.88**	**9,707.49**	**1,885.20**	**70.78**	**(22,487.94)**

Summary of material accounting policies (refer note 2.3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

per Kaustav Ghose
Partner
Membership No: 057828

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Samad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)
CIN : U46909MH2020PLC351339
Consolidated Statement of Cash Flows for the year ended March 31, 2026
(All amounts are in ₹ million, unless otherwise stated)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities		
(Loss) before tax as per consolidated statement of profit and loss	**(59,051.92)**	**(46,954.33)**
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation and amortisation expenses	8,942.56	4,040.75
Interest income	(4,059.24)	(3,245.28)
Provision for gratuity expenses (including exceptional items)	236.69	101.65
Interest on defined benefit obligation	25.14	9.13
Compensated absences expenses	(52.70)	307.15
Fair value loss on financial instruments at fair value through profit or loss	1,724.52	273.30
Provision for doubtful debts and advances	82.47	54.98
Gain on sale of mutual fund units (net)	(792.00)	(842.20)
Fair value gain on mutual fund units and bonds	(27.01)	(777.04)
Gain on termination of lease contracts	(142.04)	(53.34)
Interest on borrowings	0.64	92.14
Interest on lease liabilities	2,591.02	1,272.18
Sundry assets written off	332.77	63.04
Liability no longer required written back	(20.66)	-
Share based payment expense	5,569.42	2,931.59
Operating loss before working capital adjustments	**(44,640.34)**	**(42,726.28)**
Working capital adjustments:		
Increase in trade payables	14,000.70	17,452.81
(Decrease) in provisions	(26.29)	(42.35)
Increase in other financial liabilities	4,436.02	2,703.12
Increase in other liabilities	253.55	1,558.94
(Increase) in other financial assets	(172.28)	(1,707.45)
Decrease/ (increase) in other assets	805.51	(3,263.30)
(Increase) in trade receivables	(6,387.10)	(14,735.85)
(Increase) in inventories	(2,866.07)	(4,838.95)
Cash (used in) operating activities before taxes	**(34,596.30)**	**(45,599.31)**
Income tax paid (net of refund)	(28.12)	(649.03)
Net cash (used in) operating activities (A)	**(34,624.42)**	**(46,248.34)**
Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, intangible assets, intangible assets under development, capital advances and payable for capital goods)	(6,690.62)	(8,811.19)
Proceeds from sale of property plant and equipment	41.53	-
Payment for acquiring ROU assets	(28.67)	(69.52)
Interest received	4,279.49	1,564.45
Redemption from/ (investments in) bank deposits (net)	13,465.78	(24,171.02)
Proceeds from mutual fund units	165,842.43	109,554.01
Investments in mutual fund units	(145,144.94)	(131,744.51)
Investments in bonds (net)	(996.12)	-
Investments in commercial paper (net)	(12,690.21)	(19,940.34)
Net cash generated from/ (used in) investing activities (B)	**18,078.67**	**(73,618.12)**
Cash flows from financing activities		
Proceeds from issue of equity shares on account of common control transaction	-	264.25
Proceeds from issue of CCPS on account of common control transaction	-	80,795.56
Proceeds from issuance and called up CCPS (refer note 13)	25,692.98	31,503.23
Share issue expenses	-	(144.22)
Proceeds from OCRPS	-	67.47
Repayment of non-convertible debentures	-	(971.95)
Repayment of borrowings	-	(664.34)
Interest paid on borrowings	(0.64)	(92.14)
Principal payment of lease liabilities	(4,149.19)	(1,640.17)
Interest payment of lease liabilities	(2,591.02)	(1,272.18)
Net cash generated from financing activities (C)	**18,952.13**	**107,845.51**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**2,406.38**	**(12,020.95)**
Cash and cash equivalents at the beginning of the year	1,634.94	13,655.89
Cash and cash equivalents at the end of the year (refer note 9(iii))	**4,041.32**	**1,634.94**

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Notes:

1. Change in liabilities arising from financing activities

Particulars	Opening balance	Cash flows	Non-cash movement	Closing balance
March 31, 2026				
Lease liabilities (refer note 29)	21,878.48	(6,911.35)	12,133.87	27,101.00
Total liabilities from financing activities	**21,878.48**	**(6,911.35)**	**12,133.87**	**27,101.00**
March 31, 2025				
Lease liabilities (refer note 29)	3,421.14	(2,912.35)	21,369.69	21,878.48
Optionally convertible redeemable preference shares (including fair value change)	79.85	67.47	(147.32)	-
Non-convertible redeemable debentures	971.95	(971.95)	-	-
Term loan	404.34	(404.34)	-	-
Working capital loan	260.00	(260.00)	-	-
Total liabilities from financing activities	**5,137.28**	**(4,481.17)**	**21,222.37**	**21,878.48**

2. Non-cash investing activities

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Additions of ROU assets	12,690.88	20,918.24
Net gain arising on financial assets measured at FVTPL	27.01	777.04

Refer note 13 for issue of bonus shares without any consideration.

The above statement of cash flows has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS) 7 Statement of Cash flows.

Summary of material accounting policies (refer note 2.3)

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Palicha

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Sarjad Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

1. Corporate information

The consolidated financial statements comprise financial statements of Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited) ("the Holding Company" or "the Company") (CIN: U46909MH2020PLC351339) together with its wholly owned subsidiaries and trust (collectively, the Group) for the year ended March 31, 2026. The Holding Company is a public company domiciled in India and was incorporated on December 5, 2020 under the provisions of the Companies Act, 2013. The registered office of the Company is located at Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072. Pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 12, 2025, the Company changed its name from Kiranakart Technologies Private Limited to Zepto Private Limited and subsequently the Company has converted from Private Limited Company to Public Limited Company pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 21, 2025, and the name of the Company has changed to Zepto Limited, pursuant to a certificate of incorporation by the Registrar of Companies on December 8, 2025.

The Group is principally engaged in (i) licensing of intellectual property viz., brand 'Zepto' and several digital assets which have been designed, developed and owned by the Company including mobile application under the name and style of "Zepto" and website "www.zepto.com" (website and mobile application together known as "Zepto Platform") and technology support thereof to the Platform Licensees (ii) trading of consumer goods on a business- to- business ("B2B") basis (iii) logistic services such as storing, sorting, picking, packing, handling and delivery of consumer goods to the end consumers on behalf of third parties on B2B basis and other business support services (iv) revenue from advertisements and (v) revenue from platform services. Information on related party relationships of the Group is provided in note 30.

Following companies have been considered in the preparation of consolidated financial statements:

Name of the entity	Country	Effective date of control	March 31, 2026
Wholly owned subsidiaries:			
Kiranakart Wholesale Private Limited	India	April 26, 2022	100%
Zepto Marketplace Private Limited	India	October 22, 2024	100%
Zepto Commerce Private Limited	India	January 10, 2025	100%
Zavrix Realty Private Limited (Formerly Zepto Property Management Private Limited)	India	November 4, 2024	0%
Quvora Software Solutions Private Limited (Formerly Kiranakart Software Solutions Private Limited)	India	November 18, 2024	0%

The Board of Directors of the Holding Company, in its meeting held on October 3, 2024, approved the scheme of amalgamation and arrangement under sections 230-232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Kiranakart Pte. Limited ("KKPTE") with the Company ("Scheme"). The aforesaid scheme was sanctioned by Hon'ble National Company Law Tribunal (NCLT) Mumbai Bench vide order dated January 9, 2025 and Singapore bench vide order dated January 27, 2025. The Scheme has become effective on February 4, 2025 upon filing of the certified copy of the orders passed by NCLT with the relevant Registrar of Companies. All the assets, liabilities, reserves and surplus of the Amalgamating Company have been transferred to and vested in the Holding Company. The appointed date is February 4, 2025. Also refer note 39 to the consolidated financial statements for the year ended March 31, 2026.

As a part of an internal restructuring pursuant to the Business Transfer Agreement ("BTA") executed on March 20, 2025 between Zepto Limited ("the Company" or "Seller" or "the Transferor Company") and Zepto Market Place Private Limited ("Buyer" or "the Transferee Company"), the Seller transferred and the buyer acquired, the Zepto Platform by way of a slump sale on a going concern basis effective January 13, 2025.

The consolidated financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Holding Company on May 28, 2026.

The consolidated financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Holding Company.

2. Material accounting policies

2.1 Statement of compliance and basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) read with section 133 of the Companies Act, 2013 ("the Act") and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

The consolidated financial statements have been prepared on a historical cost basis and on the accrual basis, except for share-based payments, defined benefit plan and certain financial assets and liabilities, which are measured at fair value (refer accounting policy regarding financial instruments).

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

The consolidated financial statements are presented in Indian Rupees ('₹') and all values are rounded off to the nearest millions, except when otherwise indicated.

Going concern

While the Group has incurred a loss of ₹ 59,051.92 for the year ended March 31, 2026 (March 31, 2025: ₹ 46,997.14), its current assets exceeded its current liabilities by ₹ 43,307.46 (March 31, 2025: ₹ 67,776.65). The board of directors have considered the financial position of the Group as at March 31, 2026, the projected cash flows and financial performance of the Group for at least twelve months from the date of approval of these consolidated financial statements. The board of directors have taken adequate steps such as raising additional funds, generation of cash flow from operations that it needs to settle its liabilities as they fall due and optimizing the working capital requirements to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Group's operations. Accordingly, these consolidated financial statements have been prepared on going concern and do not include any adjustments relating to the recoverability and classification of recorded assets, or to amounts and classification of liabilities.

2.2 Basis of consolidation

The group consolidates the companies which it owns or controls. The consolidated financial statements comprises the financial statements of the Company, its wholly owned subsidiaries as detailed in note 1 above.

Control exists when the Holding Company has the power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affects the entity's returns. Subsidiary is consolidated from the date control commences until the date control ceases.
Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., year ended on March 31, 2026.

Consolidated financial statements present assets, liabilities, equity, income, expenses and cash flows of the Holding Company and its subsidiaries as those of a single economic entity. In preparing these consolidated financial statements, below key consolidation procedures are followed:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding with those of its subsidiaries. For this purpose, assets, liabilities, equity, income, expenses and cash flows of subsidiaries are based on the amounts of the assets and liabilities determined as per the Business Combination policy and recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Holding's investment in each subsidiary and the Holding's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Holding Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

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2.3 Summary of material accounting policies

a. Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Common control business combination refers to a business combination involving companies in which all the combining companies are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving companies or businesses under common control have been accounted for using the pooling of interest method. The assets, liabilities and reserves of the combining companies are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of share capital of the entities acquired is transferred to capital reserve in case of credit balance and amalgamation adjustment deficit account in case of debit balance and presented separately from other reserves within equity.

b. Current versus non-current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the consolidated balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle.

c. Foreign Currencies

The Group's consolidated financial statements are presented in ₹ which is also the Holding Company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.
Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit and loss.

Non-monetary items that are measured in historical cost in a foreign currency are translated using the exchange rates as 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 Other Comprehensive Income (OCI) or consolidated statement of profit and loss are also recognised in OCI or consolidated statement of profit and loss, respectively).

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d. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each consolidated balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

e. Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

(i) Sale of traded goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

Revenue is measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and service tax (GST) is not received by the Group in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

- ***Variable consideration***

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return the goods within a specified period. The rights of return and volume rebate give rise to variable consideration.

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➢ *Right to return*
Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability and a right to return asset (and corresponding adjustment to change in inventory) is also recognised for the right to recover products from a customer.

➢ *Volume rebate*
The Group's contracts with customers includes volume-based discounts that qualify as variable consideration. These discounts are contractually agreed and determinable at the outset of the agreement, the discount is reduced from the transaction price and revenue is recognised net of such discounts or rebates.

(ii) Rendering of services

Income from warehousing, packaging and delivery services
Income from warehousing, packaging and delivery service is recognised at a point in time when the products are delivered to the end customers.

Income from advertisement services
Revenue from advertising services is recognized over time during the contractual service period when the services have been performed and rendered.

Income from intellectual property services
Revenue from intellectual property services is recognized as per the contractual service period when the services have been performed and rendered.

Income from platform services
Group generates income from the customers for facilitating online ordering services through its technology platform. Income generated from the customers, for use of its platform related services is recognised when the transaction is completed as per the

terms of the arrangement with the respective customers, being the point at which the Group has no remaining performance obligation.

The fulfilment of the order is the responsibility of the customers; accordingly the gross order value is not recognised as revenue, only the order facilitation fee to which the Group is entitled is recognised as revenue.
Further, revenue from the platform subscription contracts is recognised over the subscription period on a systematic basis in accordance with the terms of agreement entered with the customer.

(iii) Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest method on a time proportionate basis. Interest income is included in other income in the consolidated statement of profit and loss.

(iv) Contract balances

• ***Trade receivables***

A receivable is recognised if an amount of consideration that 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 in section (p) Financial instruments – initial recognition and subsequent measurement.

• ***Contract liabilities***

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

(v) Assets and liabilities arising from right to return

• ***Right to return assets***

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Group updates the

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measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

• ***Refund liabilities***

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer. The Group's refund liabilities arise from customers' right to return and volume rebates. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

f. Taxes

Tax expense comprises of current tax and deferred tax.

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside consolidated statement of profit and loss (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation, and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax
Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognized for all taxable temporary differences, except:

➢ When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
➢ In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent 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, except:

➢ When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
➢ In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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Deferred tax relating to items recognised outside profit or loss is recognised outside consolidated statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to offsets current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to taxes levied by the same taxation at authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets/ other current liabilities in the consolidated balance sheet.

g. Property, plant and equipment (PPE)

All items of property, plant and equipment are initially measured at cost, net of accumulated depreciation and impairment losses, if any. Costs include expenditures directly attributable to acquisition of assets. The cost of an item of property, plant and equipment is recognised as an asset, if and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Any subsequent cost incurred is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in consolidated statement of profit and loss as incurred.

The Group has a policy under which assets are capitalized as of the invoice date or launch date of stores, whichever is later.

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress is carried at cost, net of accumulated impairment loss, if any, 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.

Other indirect expenses incurred relating to newly opened stores, post the store opening stage but prior to its achievement of defined milestone, are considered as pre-operative expenses and disclosed under Leasehold Improvements.

Depreciation on property, plant and equipment is calculated on straight-line basis using the rates arrived at based on the useful life estimated by the management. The identified components, if any, are depreciated over their useful life and the remaining assets are depreciated over the life of the principal asset.

The Group based on technical assessment depreciates certain property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.The management believes the depreciation rates used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, through these rates in certain cases are different from lives prescribed under Schedule II of the Companies Act 2013. The Group has used the following estimated useful lives to provide depreciation on its property, plant and equipment.

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Category of assets	Useful life estimated by management	Useful life as per Schedule II
Computers including Computer servers	3 years	3 - 6 years
Furniture and fixtures	5 years	10 years
Office equipment	3-5 years	5 years
Electrical installations and equipment	3-5 years	10 years
Motor vehicles	5 years	8 years

Leasehold improvements are depreciated over the useful life of 5 years or over the period of the lease, whichever is lower.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in the consolidated statement of profit and loss in the year the asset is derecognised.

The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each financial year end.

h. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the consolidated statement of profit and loss when it is incurred.

The useful lives of intangible assets are assessed as finite.

Intangible assets with finite lives are amortised over the estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon de-recognition the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Group's intangible assets is as below:

Category of assets	Useful life estimated by management
Software	5 years
IT domain	3 years
Marketplace Platform	3 years
Technology Development	3 years

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development.

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Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

i. Borrowing costs

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 (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- ***Right-of-Use Assets***

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

- ***Lease liabilities***

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is modification, a change in the lease term, a change in the lease payments. (e.g., changes to future payments resulting from a change in an index or rate is used to determine such lease payments) or a change in the assessment of an option to purchase underlying asset.

- ***Short-term leases and leases of low-value assets***

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease if low-value assets recognition to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

k. Inventories

Inventories are valued at the lower of cost or net realizable value. Costs include purchase costs and other costs incurred in bringing the inventories to their present location and condition. Inventories are primarily accounted for using first-in first-out basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Inventories of packing material are valued at cost.

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Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realizable value.

l. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the consolidated statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

m. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Group 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. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability

A Contingent liability is a possible obligation that arises 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 Group; or a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the consolidated financial statements, unless the possibility of any outflow in settlement is remote.

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Contingent asset

A Contingent asset is a possible asset that arises 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 Group. The Group does not recognize contingent asset since it may result in the recognition of income that may never be realized. Where an inflow of economic benefits is probable, the Group disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Group recognize such assets.

Provisions, contingent liabilities and contingent assets are reviewed at each reporting date.

n. Retirement and other employee benefits

Defined contribution plan

Retirement benefit, in the form of provident fund, is a defined contribution scheme in respect of which the Group has no obligation other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as expenditure when an employee renders related service. If the contribution payable to the scheme for service received before the consolidated balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for the services received before the consolidated balance sheet, then the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

In accordance with applicable laws in India, the Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan"). The Gratuity Plan provides for a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment based on last drawn salary and tenure of employment with the Group. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date using projected unit credit method. The gratuity scheme is not funded.

Re-measurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the defined benefit liabilities are recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to consolidated statement of profit and loss in subsequent periods.

Past service costs are recognised in income statement on the earlier of:
- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Interest expense is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation under employee benefit expenses in consolidated statement of profit and loss:
(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
(ii) Interest expense

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the consolidated statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the consolidated balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

o. Share based payments

Share based payments are provided to certain employees of the Group in the form of employee share option plan. Pursuant to the implementation of merger scheme dated February 4, 2025, the Group has adopted an employee stock option scheme known as the Zepto Employee Stock Option Plan I ('New Plan') and all options granted under the erstwhile Employee Stock Option Plan ('Old Plan') of KKPTE Equity Plan shall be treated as options granted under the New Plan as if the New Plan were in existence at the time of such grant without any further act on the part of the option holders. The cost of equity settled transactions is determined by the fair value at the date when the grant is made using Black Scholes model.

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The cost is recognised in employee benefits expenses for grants to employees of the Group. The cumulative expense recognised for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number or equity instruments that will ultimately vest. The consolidated statement of profit and loss expense or credit for a year represents the movement in cumulative expense recognised as at the beginning and end or that period and is recognised in employee benefits expense. The corresponding credit or debit is recoded as share based payment reserve and in line with the guidance for the Holding Company share based payments.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood or the conditions being met is assessed as part or the Group's best estimate of the number of equity instruments that will ultimately vest. Any conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead an immediate expensing or an award unless there are also service and/ or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/ or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

p. 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:

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (e) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Financial assets at amortised cost (debt instruments)

(ii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

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(iii) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

(iv) Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets'. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Group's financial assets at amortised cost includes investment in subsidiaries, trade receivables and other financial assets.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit and loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to the consolidated statement of profit and loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the consolidated statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated balance sheet at fair value with net changes in fair value recognised in the consolidated statement of profit and loss. The Group's financial assets at fair value through profit or loss includes quoted mutual funds included under current financial assets.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

(i) The rights to receive cash flows from the asset have expired, or
(ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks

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and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.
Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in the following notes:

(i) Disclosures for significant accounting estimates, judgements and assumptions – see section 3

(ii) Trade receivables – see note 9(ii)

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Supplier financing arrangements

The Group has established a supplier finance arrangement that is offered to the Group suppliers in India. Participation in the arrangement is at the suppliers' own discretion. Commercial terms with suppliers including price, due date, etc., have not been renegotiated in conjunction with the arrangement and do not depend on whether a supplier chooses to access such arrangements. If suppliers choose to receive early payment, the finance provider provides finance to them at the terms negotiated and agreed between the supplier and the finance provider. In order for the financial institution to pay the invoices, the goods must have been received and the invoices approved by the Group. Payments to suppliers ahead of the invoice due date are processed by the finance provider and, in all cases, the Group settles the amount payable toward original invoice by paying the finance provider in line with the original invoice maturity date. The Group does not incur interest charges on these arrangements. The Group classifies obligations covered under the supplier finance arrangement as trade payable using criteria mentioned in accounting policy.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

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Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
• Financial liabilities at fair value through profit or loss
• Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss. This category generally applies to loans and borrowings. For more information refer note 15(i).

Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities.

For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the re-classification prospectively from the re-classification date, which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated balance sheet only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

q. Cash and Cash Equivalents

Cash and cash equivalents in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

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r. Cash flow statement

Cash flows are reported using the indirect method, whereby profit 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 Group are segregated.

s. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating results of the whole Group as one segment. Thus, as defined in Ind AS 108 'Operating Segments', the Group's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the consolidated balance sheet and the consolidated statement of profit and loss. Further, the Group's long-lived assets are all located in India and most of the Group's revenues are derived from India, and hence no geographical information is presented.

t. Earnings per share

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

u. Treasury Shares

The Group has created an Employee Stock Option Trust (ESOP Trust). The Group uses ESOP Trust as a vehicle for distributing shares to employees under the employee stock option scheme. Share options exercised during the reporting period are satisfied with treasury shares. The Group treats the trust as its extension and shares held by ESOP Trust are treated as treasury shares.

Own equity instruments that are held by the trust are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of profit and loss on the purchase, sale, issue, or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in other equity.

v. Event occurring after balance sheet date

If the Group receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate consolidated financial statements. The Group will adjust the amounts recognised in its consolidated financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.3 Changes in accounting policies and disclosures

New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 1, 2025. When applying the amendments, an entity cannot restate comparative information.

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The amendments do not have an impact on the Group's consolidated financial statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

a. What is meant by a right to defer settlement
b. That a right to defer must exist at the end of the reporting period
c. That classification is unaffected by the likelihood that an entity will exercise its deferral right
d. That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 1, 2025 retrospectively in accordance with Ind AS 8.

The application of Ind AS 1 do not have a material impact on the Group's consolidated financial statements.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

As a result of implementing the amendments, the Group has provided additional disclosures about its supplier finance arrangement. Please refer to note 15(iii).

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

a. A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
b. Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 1, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendments had no impact on the Group's consolidated financial statements as the Group is not in scope of the Pillar Two model rules.

2.4 Standards notified but not yet effective

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group will adopt these new and amended standards, when they become effective.

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(i) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability.

In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from FY 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.
- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Group is currently assessing the impact the amendments will have on its consolidated financial statements.

3. Significant accounting estimates, judgements and assumptions

The preparation of the Group's consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the reporting period. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are included in the following notes:

a) Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over the property, plant and equipment's estimated economic useful lives. Management estimates the useful lives of these property, plant and equipment to be within 3 to 5 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. The carrying amount of the Group's property, plant and equipment at the end of the reporting period is disclosed in note 4 to the consolidated financial statements.

b) Employee benefits plan

The cost of the defined benefit gratuity plan, compensated absences and the present value of gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on expected future inflation rates. The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Further details about gratuity obligations are given in note 35 to the consolidated financial statements.

c) Income tax and deferred tax

The Group has exposure to income taxes in Indian jurisdiction. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant managements judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

d) Provision for expected credit loss on trade receivables

On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

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e) Share based payment

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield, forfeiture rate and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 36.

f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

g) Provision

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

h) Leases-estimating the incremental borrowing rates

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the Group's credit rating).

i) Provision on inventory

The Group has a defined policy for provision on inventory for each of its business by differentiating the inventory into different categories. The provision on inventory is based on policy, future expectation, inventory categories and current realisable value depending on the category of goods. Historical data is used to make these estimates.

j) Revenue recognition- Estimating variable consideration for returns

The Group estimates variable considerations to be included in the transaction price for the sale of traded goods with rights of return.

The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each product to estimate expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

k) Exceptional items

Exceptional items are amounts described as unusual or non-recurring in nature, which are disclosed separately in the consolidated financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These are material items of income or expense that have to be shown separately due to their nature or incidence in the same way as non-exceptional amounts.

l) Other estimates

The preparation of consolidated financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

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4 Property, plant and equipment (net)

Particulars	Computers including Computer servers	Furniture and fixtures	Office equipment	Electrical installations and equipment	Lease hold improvements*	Motor vehicles	Total
Cost							
As at April 1, 2024	**412.06**	**571.42**	**280.74**	**641.22**	**320.37**	**4.77**	**2,230.58**
Additions during the year	550.49	2,285.97	694.98	4,693.22	628.05	-	8,852.71
Disposals during the year	(4.07)	(28.22)	(9.96)	(47.96)	(101.75)	(0.69)	(192.65)
As at March 31, 2025	**958.48**	**2,829.17**	**965.76**	**5,286.48**	**846.67**	**4.08**	**10,890.64**
Additions during the year	126.46	523.02	575.07	1,271.26	560.14	-	3,055.95
Disposals during the year	(67.84)	(112.08)	(24.39)	(210.98)	(94.10)	(0.58)	(509.97)
As at March 31, 2026	**1,017.10**	**3,240.11**	**1,516.44**	**6,346.76**	**1,312.71**	**3.50**	**13,436.62**
Accumulated depreciation							
As at April 1, 2024	**183.67**	**170.23**	**77.25**	**192.25**	**149.29**	**0.84**	**773.53**
Charge for the year	220.53	318.96	253.67	429.95	81.55	1.00	1,305.66
Disposals during the year	(3.99)	(16.88)	(5.51)	(25.73)	(77.11)	(0.23)	(129.45)
As at March 31, 2025	**400.21**	**472.31**	**325.41**	**596.47**	**153.73**	**1.61**	**1,949.74**
Charge for the year	280.27	629.56	572.56	1,246.28	188.74	0.82	2,918.23
Disposals during the year	(63.17)	(61.67)	(15.46)	(61.72)	(43.54)	(0.32)	(245.88)
As at March 31, 2026	**617.31**	**1,040.20**	**882.51**	**1,781.03**	**298.93**	**2.11**	**4,622.09**
Net book value							
As at March 31, 2025	**558.27**	**2,356.86**	**640.35**	**4,690.01**	**692.94**	**2.47**	**8,940.90**
As at March 31, 2026	**399.79**	**2,199.91**	**633.93**	**4,565.73**	**1,013.78**	**1.39**	**8,814.53**

*Includes pre-operative store capitalization of ₹ 445.47 during the year ended March 31, 2026 (March 31, 2025: ₹ Nil).

Notes:

i) The Group did not hold any immovable property during the year ended March 31, 2026 and March 31, 2025.
ii) The Group had pledged all movable assets to secure the facility availed by the Group (Refer note 15(i)).
iii) Refer note 31 for capital commitments.

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5 Capital work in progress (CWIP)

Particulars	Amount
At Cost	
As at April 1, 2024	**2.45**
Additions during the year	44.18
Capitalized during the year	(2.45)
As at March 31, 2025	**44.18**
Additions during the year	1,565.76
Capitalized during the year	(1,206.38)
As at March 31, 2026	**403.56**

Capital work-in-progress ageing schedule:

Particulars	Amount in Capital work in progress for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
As at March 31, 2026					
Projects-in-progress	403.56	-	-	-	403.56
Total	**403.56**	**-**	**-**	**-**	**403.56**
As at March 31, 2025					
Projects-in-progress	44.18	-	-	-	44.18
Total	**44.18**	**-**	**-**	**-**	**44.18**

Notes:

i) The capital work-in-progress constitutes expenses related to stores in pre-operative stage, development expenses of electrical installations and equipment, furniture and fixtures, office equipment and leasehold improvements of the stores/ warehouse premises yet to be operational.

ii) There are no projects whose completion is overdue or has exceeded its cost compared to its original plan during the year ended March 31, 2026 and March 31, 2025.

6 Right-of-Use (RoU) assets

Group as a lessee

The Group has entered into lease contracts for premises used for commercial purpose to carry-out its business and operations i.e. office buildings, furniture and fixtures, dark stores and warehouses. These lease contracts generally have lease terms between 5 and 9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.

The Group has applied exemptions as per paragraph 6 of Ind AS 116- Leases with respect to short term leases.

Particulars	Buildings	Total
Cost		
As at April 1, 2024	**4,252.70**	**4,252.70**
Additions during the year*	20,918.24	20,918.24
Deletions/ derecognition during the year	(586.84)	(586.84)
As at March 31, 2025	**24,584.10**	**24,584.10**
Additions during the year*	12,690.88	12,690.88
Deletions/ derecognition during the year	(3,760.73)	(3,760.73)
As at March 31, 2026	**33,514.25**	**33,514.25**
Accumulated depreciation		
As at April 1, 2024	**1,083.57**	**1,083.57**
Charge for the year	2,720.43	2,720.43
Deletions/ derecognition during the year	(276.37)	(276.37)
As at March 31. 2025	**3,527.63**	**3,527.63**
Charge for the year (refer note 25)	5,879.29	5,879.29
Deletions/ derecognition during the year	(954.81)	(954.81)
As at March 31, 2026	**8,452.11**	**8,452.11**
Net book value		
As at March 31, 2025	**21,056.47**	**21,056.47**
As at March 31, 2026	**25,062.14**	**25,062.14**

* Includes prepaid rent arising from discounting of refundable security deposits during the year ended March 31, 2026: ₹ 171.40 (March 31, 2025: ₹ 387.40).

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7 Intangible assets (net)

Particulars	Software	IT Domain	Technology development	Marketplace platform	Total
Cost					
As at April 1, 2024	65.99	-	-	-	65.99
Additions during the year	18.58	18.58	-	-	37.16
Disposals during the year	(18.58)	-	-	-	(18.58)
As at March 31, 2025	65.99	18.58	-	-	84.57
Additions during the year	11.53	-	638.41	1,366.21	2,016.15
Disposals during the year	-	-	-	-	-
As at March 31, 2026	77.52	18.58	638.41	1,366.21	2,100.72
Accumulated amortisation					
As at April 1, 2024	12.46	-	-	-	12.46
Charge for the year	13.20	1.46	-	-	14.66
Disposals during the year	-	-	-	-	-
As at March 31, 2025	25.66	1.46	-	-	27.12
Charge for the year	15.05	7.10	111.95	182.08	316.18
Disposals during the year	-	-	-	-	-
As at March 31, 2026	40.71	8.56	111.95	182.08	343.30
Net book value					
As at March 31, 2025	40.33	17.12	-	-	57.45
As at March 31, 2026	36.81	10.02	526.46	1,184.13	1,757.42

8 Intangible assets under development

Intangible assets under development (IAUD) as at March 31, 2026 comprise of comprise of technology development and marketplace platform. These intangible assets have satisfied technological and economic feasibility and significant future economic benefits are expected to arise from these intangible assets.

Particulars	Amount
Cost	
As at April 1, 2024	-
Additions during the year	-
Capitalized during the year	-
As at March 31, 2025	-
Additions during the year	2,223.35
Capitalized during the year	(2,004.62)
As at March 31, 2026	218.73

Intangible assets under development ageing schedule:

Particulars	Amount in IAUD for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
As at March 31, 2026					
Projects-in-progress	218.73	-	-	-	218.73
Total	218.73	-	-	-	218.73
As at March 31, 2025					
Projects-in-progress	-	-	-	-	-
Total	-	-	-	-	-

Note:
There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2026.

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9 Financial assets

(i) Investments

Current	As at March 31, 2026	As at March 31, 2025
Quoted - carried at fair value through profit or loss (FVTPL)		
Investment in mutual funds	3,910.70	23,809.74
Investment in bonds	1,016.68	-
Unquoted - carried at amortised cost		
Investment in commercial papers	33,044.94	19,940.34
Total	37,972.32	43,750.08

Quoted
Investments carried at fair value through profit or loss (FVTPL)

(A) Investments in mutual funds

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of units	Amount	No. of units	Amount
HSBC Liquid Fund Direct Growth	182,462	500.85	19,379	50.08
Franklin India Liquid Fund Direct Growth	120,900	500.65	46,363	180.66
Edelweiss Liquid Fund Direct Growth	140,590	500.62	47,911	160.56
Franklin India Money Market Direct Growth	7,385,782	400.73	1,968,386	100.05
DSP Savings Fund Direct Plan Growth	4,181,791	237.21	-	-
DSP Liquidity Fund Direct Growth	50,787	200.14	27,008	100.15
Kotak Liquid Fund Direct Growth	35,961	200.14	124,469	652.14
Nippon India Liquid Fund Direct Growth	29,676	200.14	-	-
Aditya Birla Sunlife Liquid Fund Direct Growth	449,686	200.13	119,608	80.25
Invesco India Liquid Fund Direct Growth	52,935	200.13	-	-
HDFC Liquid Fund Direct Growth	36,993	200.13	19,668	100.18
Edelweiss Money Market Fund Direct Growth	5,502,781	180.48	-	-
ICICI Prudential Money Market Fund Direct Plan Growth	299,661	120.47	-	-
Groww Liquid Fund Direct Growth	37,498	100.16	8,390	21.09
Lic Mf Liquid Fund Direct Growth	20,008	100.07	-	-
Tata Liquid Fund Direct Plan Growth	8,059	35.05	-	-
Axis Liquid Fund Direct Growth	5,460	16.73	132,143	381.05
Aditya Birla Sun Life Financial Services Debt Index Fund Direct Growth	26,511	10.40	24,998,750	255.75
Bajaj Finserv Money Market Fund Direct Plan Growth	3,161	3.84	-	-
Bandhan Money Market Fund Direct Growth	49,470	2.26	-	-
Bandhan Overnight Fund Direct Growth	260	0.37	-	-
HDFC Corporate Bond Fund Direct Growth	-	-	144,883,824	4,714.74
Kotak Bond Short Term Direct Growth	-	-	48,339,906	2,709.27
Aditya Birla Sunlife Corporate Bond Fund Direct Growth	-	-	23,342,969	2,624.97
Nippon India Corporate Bond Fund Direct Growth	-	-	37,776,020	2,321.82
Bandhan Bond Fund Short Term Direct Growth	-	-	30,520,417	1,823.97
Invesco India Corporate Bond Fund Direct Growth	-	-	547,883	1,823.39
UTI Corporate Bond Fund Direct Growth	-	-	62,808,168	1,027.96
Bandhan Liquid Fund Direct Growth	-	-	277,332	868.75
HSBC Corporate Bond Fund Direct Growth	-	-	10,275,261	780.81
DSP Banking & PSU Debt Fund Direct Growth	-	-	21,237,936	518.92
Tata Money Market Fund Direct Growth	-	-	102,444	483.16
Aditya Birla Sun Life NBFC HFC Index Fund Direct Growth	-	-	39,998,000	414.85
Tata Corporate Bond Fund Direct Growth	-	-	29,913,394	369.80
Axis NBFC Index - Fund Direct Growth	-	-	24,998,750	260.85
Mirae Asset Liquid Fund Direct Growth	-	-	59,615	163.32
HSBC Money Market Fund Direct Growth	-	-	5,946,906	161.48
Nippon India Financial Services - Index Fund Direct Growth	-	-	14,999,250	155.40
Aditya Birla Sun Life Financial Services Index Fund Direct Growth	-	-	11,503,912	118.40
Axis Bond Financial Services - Index Fund Direct Growth	-	-	9,999,500	102.96
Edelweiss Financial Services - Index Fund Direct Growth	-	-	8,999,550	92.61
Baroda BNP Money Market Fund Direct Growth	-	-	43,761	60.03
Nippon India Money Market Fund Direct Growth	-	-	14,563	60.03
Bandhan Financial Services Debt Index Fund Direct Growth	-	-	4,999,750	50.28
HDFC Money Market Fund Direct Growth	-	-	3,500	20.01
(A)		3,910.70		23,809.74

Quoted
Investments carried at fair value through profit or loss (FVTPL)

(B) Investments in bonds

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of units	Amount	No. of units	Amount
8.25% Cholamandalam Investment and Finance Company Limited	2,500	267.90	-	-
8.85% TVS Credit Services Limited	25	259.19	-	-
7.35% Bharti Telecom Limited	2,000	204.95	-	-
8.95% Muthoot Finance Limited	1,500	163.64	-	-
8.60% Muthoot Finance Limited	1,000	100.83	-	-
8.33% Aditya Birla Capital Limited	200	20.17	-	-
(B)		1,016.68		-

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9 Financial assets (continued)

(i) Investments (continued)

Unquoted
Investments carried at amortised cost

(C) Investments in commercial paper

Particulars		As at March 31, 2026		As at March 31, 2025	
		No. of units	Amount	No. of units	Amount
Angel One Limited		11,000	5,415.37	2,020	978.59
Julius Baer Capital (India) Private Limited		8,000	3,936.65	5,000	2,455.77
JM Financial Services Limited		6,000	2,972.30	-	-
Yes Securities (India) Limited		6,000	2,943.32	1,000	484.04
360 One Prime Limited		6,000	2,878.12	-	-
ICICI Securities Limited		4,000	1,993.91	-	-
Nuvama Wealth and Investment Limited		4,000	1,987.86	2,000	986.21
Aditya Birla Money Limited		4,000	1,981.13	-	-
360 One Wam Limited		4,000	1,933.73	-	-
IIFL Finance Limited		3,000	1,484.78	8,000	3,917.79
Dsp Finance Private Limited		3,000	1,478.37	-	-
Bajaj Financial Securities I imited		2,000	996.73	-	-
Nuvama Wealth Management Limited		2,000	988.07	-	-
Fedbank Financial Services Limited		2,000	978.82	-	-
Nuvama Wealth Finance Limited		1,600	780.15	-	-
Mirae Asset Financial Services (India) Private Limited		600	295.63	-	-
Piramal Enterprises Limited		-	-	10,000	4,838.96
Nuvama Clearing Services Limited		-	-	6,000	2,899.85
Indostar Capital Finance Limited		-	-	3,000	1,481.03
Incred Financial Services Limited		-	-	2,400	1,172.16
Arka Fincap Limited		-	-	1,500	725.94
	(C)		33,044.94		19,940.34
Total current investments	**(A+B+C)**		**37,972.32**		**43,750.08**
Aggregate amount of quoted investments and market value/ book value thereof			4,927.38		23,809.74
Aggregate amount of unquoted investments			33,044.94		19,940.34
Aggregate amount of impairment in value of investments			-		-

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(ii) Trade receivables and contract assets

Carried at amortised cost

	As at March 31, 2026	As at March 31, 2025
Undisputed trade receivables - unsecured, considered good*	24,235.48	17,908.43
Undisputed trade receivables - significant increase in credit risk	-	-
Undisputed trade receivables – credit impaired	124.33	64.27
	24,359.81	**17,972.70**
Impairment allowance (allowance for doubtful debts)		
Undisputed trade receivables – credit impaired (refer note 33)	(124.33)	(64.27)
Total	**24,235.48**	**17,908.43**

* Includes unbilled revenue

Trade receivables ageing schedule:

As at March 31, 2026

	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	
Undisputed trade receivables - considered good	4,725.69	18,378.24	1,131.55	-	-	-	-	24,235.48
Undisputed trade receivables - significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	107.74	16.59	-	-	124.33
	4,725.69	**18,378.24**	**1,131.55**	**107.74**	**16.59**	**-**	**-**	**24,359.81**
Less: Allowance for credit impaired	-	-	-	(107.74)	(16.59)	-	-	(124.33)
Total	**4,725.69**	**18,378.24**	**1,131.55**	**-**	**-**	**-**	**-**	**24,235.48**

As at March 31, 2025

	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	
Undisputed trade receivables - considered good	1,076.80	13,483.88	3,347.75	-	-	-	-	17,908.43
Undisputed trade receivables - significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	63.49	0.78	-	-	64.27
	1,076.80	**13,483.88**	**3,347.75**	**63.49**	**0.78**	**-**	**-**	**17,972.70**
Less: Allowance for credit impaired	-	-	-	(63.49)	(0.78)	-	-	(64.27)
Total	**1,076.80**	**13,483.88**	**3,347.75**	**-**	**-**	**-**	**-**	**17,908.43**

Notes:

a) No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person nor any trade receivables are due from firms or private companies in which any director is a partner, a director or a member respectively.

b) Trade receivables are non-interest bearing and generally carry credit period of 0 to 90 days. These include unbilled receivables which primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date.

c) There are no disputed trade receivables as at March 31, 2026 and March 31, 2025.

(iii) Cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
- in current accounts	37.81	74.62
- in deposits account (with original maturity of less than 3 months)	4,003.51	1,560.32
	4,041.32	**1,634.94**

Note:

Short-term deposits are made for varying periods between 1 day to 3 months, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

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9 Financial assets (continued)

(iv) Bank balances other than cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Deposits with original maturity of more than 3 months and less than 12 months*	5,689.98	4,023.08
Total	**5,689.98**	**4,023.08**

*Includes margin money deposit as at March 31, 2026 of ₹ 1,430.50 (March 31, 2025: ₹ 770.51) placed as a lien against bank guarantees/ borrowings.

(v) Other financial assets
Carried at amortised cost

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good				
Security deposits	1,722.39	1,552.90	313.20	141.41
Bank deposits with original maturity of more than 12 months*				
- remaining maturity of less than 12 months	-	-	9,101.65	20,769.90
- remaining maturity of more than 12 months	-	4,229.72	-	-
Other receivables#	-	-	1,312.39	1,320.05
Total	**1,722.39**	**5,782.62**	**10,727.24**	**22,231.36**

*Includes margin money deposit as at March 31, 2026 of ₹ 1,270.84 (March 31, 2025: ₹ 125.64) placed as a lien against bank guarantees/ borrowings.
#Other receivables pertains to amount recoverable from payment gateways and receivables from vendors.

10 Income tax assets (net)

	As at March 31, 2026	As at March 31, 2025
Non-current		
Tax deducted at source	685.93	691.12
	685.93	**691.12**

11 Other assets

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Unsecured - considered good				
Capital advances	49.19	170.14	-	-
Balances with statutory/ government authorities	-	-	3,996.90	4,911.01
Prepaid expenses*	2.70	8.51	448.03	185.54
Other advances**	-	-	12.00	40.21
	51.89	**178.65**	**4,456.93**	**5,136.76**
Advance to vendors	-	-	312.90	563.86
Less: Allowances for doubtful advances	-	-	(22.18)	(103.03)
	-	-	**290.72**	**460.83**
Total	**51.89**	**178.65**	**4,747.65**	**5,597.59**

Allowances for credit loss for other assets	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	103.03	112.32
(Reversals)/ allowances during the year	(80.85)	(9.29)
Total	**22.18**	**103.03**

*Includes IPO expense year ended March 31, 2026: ₹ 190.58 (March 31, 2025: ₹ Nil) carried forward as prepaid expenses pertaining to the Holding Company's share and the aforesaid amount will be adjusted with securities premium at the time of issue of shares in accordance with the requirement of section 52 of the Companies Act, 2013.
**Other advances pertains to the amount given for petty cash expenses.

12 Inventories
Valued at lower of cost or net realisable value

	As at March 31, 2026	As at March 31, 2025
Stock-in-trade* (including goods-in-transit)	8,514.63	5,782.76
Right to return asset	400.86	226.85
Packing material	55.00	94.81
Total	**8,970.49**	**6,104.42**

*Out of total stock-in-trade as at March 31, 2026: ₹ 6,097.91 (March 31, 2025: ₹ 3,853.34) is being held by third parties as on reporting date. The goods-in-transit as at March 31, 2026 amounting to ₹ 78.60 (March 31, 2025: ₹ 77.03) included as part of stock-in-trade.
For the year ended March 31, 2026 ₹ 80.05 (March 31, 2025: ₹ 613.63) was recognized as an expense to write down inventories to net realizable value and provision for slow moving and non-moving inventories.

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13 Equity share capital

	As at March 31, 2026	As at March 31, 2025
A) Authorized share capital		
Equity shares of ₹ 5 each		
24,419,800,000 (March 31, 2025: 24,419,800,000 equity shares of ₹ 5 each)	122,099.00	122,099.00
Instruments entirely equity in nature		
Series A1 - 657,000,000 (March 31, 2025: 657,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	6,570.00	6,570.00
Series A2 - 207,000,000 (March 31, 2025: 207,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	2,070.00	2,070.00
Series A3 - 143,000,000 (March 31, 2025: 143,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	1,430.00	1,430.00
Series A4 - 2,000,000 (March 31, 2025: 2,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	20.00	20.00
Series A5 - 24,000,000 (March 31, 2025: 24,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	240.00	240.00
Series A6 - 78,000,000 (March 31, 2025: 78,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	780.00	780.00
Series A7 - 20,000,000 (March 31, 2025: 20,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	200.00	200.00
Series B - 587,000,000 (March 31, 2025: 587,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	5,870.00	5,870.00
Series C - 765,000,000 (March 31, 2025: 765,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	7,650.00	7,650.00
Series D - 962,000,000 (March 31, 2025: 962,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,620.00	9,620.00
Series E - 985,000,000 (March 31, 2025: 985,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,850.00	9,850.00
Series F - 1,379,000,000 (March 31, 2025: 1,379,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	13,790.00	13,790.00
Series G - 981,000,000 (March 31, 2025: 981,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	9,810.00	9,810.00
Series H - 700,000,000 (March 31, 2025: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	7,000.00	-
1,000,000,000 (March 31, 2025: 1,000,000,000) Compulsorily Convertible Preference Shares of ₹ 10 each	10,000.00	10,000.00
100,000 (March 31, 2025: 100,000 shares of ₹ 10 each) Optionally Convertible Redeemable Preference Shares of ₹ 10 each	1.00	1.00
Total	**207,000.00**	**200,000.00**

*During the year ended March 31, 2025, the Holding Company has increased its authorised share capital on September 25, 2024 which has been further reorganised on account of common control transaction effective February 4, 2025 (refer note 39). Further, pursuant to the resolution passed at Extra-ordinary General meeting held on October 16, 2025, the Holding Company has increased its authorised share capital from ₹ 200,000 to ₹ 207,000.

B) Issued, subscribed and fully paid-up share capital

	No. of shares	Amount
(I) Equity shares (refer note below)		
As at April 1, 2024	-	-
Add: Issue of right equity shares of ₹ 10 each (refer note 2 below)	3,380,209	33.80
Add: Issue of bonus shares of ₹ 10 each (refer note 3 below)	7,090,393,750	70,903.94
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 4 below)	(7,093,773,959)	(70,937.74)
Add: Issue of equity shares of ₹ 5 each on account of common control transaction	2,516,502,528	12,582.51
As at March 31, 2025	**2,516,502,528**	**12,582.51**
Add: Issue of equity shares of ₹ 5 each (refer note 1 below)	942,539,085	4,712.70
Less: Shares held by ESOP Trust (treasury shares, net of exercise) (refer note 1 & 6 below)	(941,539,085)	(4,707.70)
Add: Conversion of OCRPS into equity share capital during the year (refer note 2 below)	5,853,905	29.27
Add: Conversion of CCPS into equity share capital during the year (refer note 2 below)	27,275,556	136.38
As at March 31, 2026	**2,550,631,989**	**12,753.16**

Notes:

1) The Holding Company has issued 942,539,085 treasury shares during the year ended March 31, 2026 (March 31, 2025: Nil) in accordance with section 62 of the Companies Act, 2013 to ESOP Trust.

2) The Holding Company has issued 33,129,461 equity shares during the year ended March 31, 2026 (March 31, 2025: 3,380,209) in accordance with section 62 of the Companies Act, 2013 to equity shareholders.

3) During the year ended March 31, 2025, the Holding Company has issued bonus shares aggregating to 7,090,393,750 in accordance with section 63 of the Companies Act, 2013 in the ratio of 550:1 to all equity shareholders with equity shares of face value of ₹ 10 each on September 30, 2024.

4) Pursuant to the scheme of common control transaction being effective, equity shares of face value of ₹ 10 each stands cancelled (refer note 39).

5) Pursuant to the approval of the merger scheme, each equity share of face value of ₹ 10 per share was split into two equity share of face value of ₹ 5 per share, with effect from February 4, 2025.

6) Following is the movement of treasury shares, issued to ESOP Trust during the year (also refer note 36):

	No. of shares	Amount
As at April 1, 2024	-	-
Changes during the year	-	-
As at March 31, 2025	-	-
Add: Issue of equity shares of ₹ 5 each	942,539,085	4,712.70
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(1,000,000)	(5.00)
As at March 31, 2026	**941,539,085**	**4,707.70**

Terms and rights attached to equity shares

The Holding Company has equity shares having par value of ₹ 5 per share. As at March 31, 2024, the Holding Company had only 1 class of equity shares having par value of ₹ 10 per share, these shares were cancelled on account of common control transaction (also refer note 39). Each holder of equity share is entitled to one vote per share. The Holding Company declares and pays dividend in Indian Rupees. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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13 Equity share capital (continued)

(II) Instruments entirely equity in nature

(i) 0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each

		No. of shares	Amount
As at April 1, 2024		-	-
Add: Issued during the year			
Class I D CCPS (partly paid up shares)		2,383	*
Class I F CCPS		17,284	0.17
Class I G CCPS		52,819	0.53
Class II G CCPS		924,333	9.25
Add: Issued on account of common control transaction			
Series A1 CCPS		656,005,005	6,560.05
Series A2 CCPS		206,615,150	2,066.15
Series A3 CCPS		142,112,111	1,421.12
Series A4 CCPS		1,912,307	19.12
Series A5 CCPS		23,913,808	239.14
Series A6 CCPS		77,206,939	772.07
Series A7 CCPS		19,130,548	191.31
Series B CCPS		586,132,316	5,861.32
Series C CCPS		764,152,491	7,641.53
Series D CCPS		961,645,587	9,616.46
Series E CCPS		984,323,118	9,843.23
Series F CCPS		1,378,253,557	13,782.54
Series G CCPS		490,158,367	4,901.58
As at March 31, 2025		**6,292,558,123**	**62,925.57**
Add: Issued during the year			
Series H CCPS (refer note (i) below)		678,839,910	6,788.40
Called up Class I D CCPS (fully paid up during the year) (refer note (ii) below)		-	0.02
Less: Conversion of CCPS into equity share capital during the year (refer note (iii) below)			
Class II G CCPS		(32,560)	(0.33)
Class I D CCPS		(565)	(0.01)
As at March 31, 2026	(i)	**6,971,364,908**	**69,713.65**

*Value less than ₹ 0.01 million

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13 Equity share capital (continued)

(i) 0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each (continued)

Terms and rights attached to CCPS

As at March 31, 2026, the Holding Company has 18 classes of CCPS having a par value of ₹ 10 per share, Series A1 to A7, B, C, D, I D, E, F, I F, G, I G, II G, H CCPS.

Each holder of the respective Series then outstanding shall be entitled to receive dividends and distributions payable on the equity shares as and when declared by the board on an as-converted basis.
The right of the holders of the each Series then outstanding to receive such dividends shall rank pari passu with all the other Series and in preference to the dividend rights of the holders of equity shares and any other class of shares in the Holding Company.

At any time and from time to time, any holder of any Series shall have the right, at its option, to convert all or part of its Series Shares then outstanding into equity shares. All CCPS shall be automatically converted into equity shares upon earlier of a) expiry of 20 years from the date of issuance of respective series or b) immediately prior to the consummation of a qualifying IPO or c) with the prior written consent of holders of at least a majority of the total voting rights of the respective class of CCPS subject to the prior written approval of the Board, majority of the other classes of CCPS and the founders.

Each class of CCPS shall be converted into such number of fully paid equity shares as is determined by dividing the applicable Initial Subscription Price Per Share by the then applicable conversion price per share and, for the avoidance of doubt, except as required under Applicable Laws, no additional consideration shall be payable upon such conversion.

The holders of each class of CCPS are entitled to receive notice of, and to attend and speak at, general meetings of the Holding Company, and to receive a copy of any written resolution circulated to eligible members on the circulation date in accordance with the Act. The holders of each class of CCPS may vote at general meetings or formally agree to written resolutions of the Holding Company in the same manner as holders of equity Shares on an as-converted basis and not as a separate class, unless otherwise specified in the Amended Constitution or required by law.

Upon the occurrence of any liquidity event, firstly, out of the assets and funds of the Holding Company available for distribution, the Holding Company shall pay to the holders of any specific CCPS on a pari passu basis with all the other classes of CCPS, prior to and in preference to any payments to holders of equity shares. If there are any assets and funds of the Holding Company legally available for distribution after the payments referred to above, all holders of equity shares then outstanding shall be entitled to participate pro rata in the residual assets and funds of the Holding Company.

Notes:
(i) During the year ended March 31, 2026, Holding Company has issued Compulsorily Convertible Preference Shares (CCPS) for Series H, aggregating to 678,839,910 shares, having a face value of ₹10 per share.

(ii) The Holding Company in its board meeting held on December 5, 2025 passed a resolution to call up the arrears amount on the Class I D CCPS shares that were previously issued on a partly paid basis. Pursuant to the call notice, shareholders holding partly paid Class I D CCPS shares have remitted the balance amount, and accordingly, these Class I D CCPS shares have now been converted into fully paid Class I D CCPS shares.

(iii) During the year ended March 31, 2026, 33,125 CCPS amounting to ₹0.34 were converted into 27,275,556 equity shares of ₹5 each in accordance with the terms and rights set out in the SHA. The conversion has been accounted for as a reclassification within equity, with the carrying amounts of CCPS derecognised and credited to equity share capital (at face value of ₹ 5 each) and the balance to securities premium.

(iv) Pursuant to the shareholders' agreement, the Holding Company in its board meeting held on December 10, 2025 have taken a note of the consent letter from CCPS shareholders, wherein the CCPS holders have agreed to adjust and modify the conversion ratio of the respective preference shares held by them (refer note 26).

(ii) 0.01% Optionally Convertible Redeemable Preference shares ('OCRPS') of ₹ 10 per share (refer note below)		No. of shares	Amount
As at April 1, 2024		24,546	*
Add: Reclassified during the year			
0.01% Series A OCRPS		8,182	60.11
0.01% Series B OCRPS		16,364	120.21
As at March 31, 2025		24,546	180.32
Less: Conversion of OCRPS into equity share capital during the year (refer note (iii) below)		(24,546)	(180.32)
As at March 31, 2026	(ii)	-	-
As at March 31, 2025		6,292,582,669	63,105.89
As at March 31, 2026	(i) + (ii)	6,971,364,908	69,713.65

*Value less than ₹ 0.01 million

Terms and rights attached to OCRPS

The Holding Company had two classes of OCRPS having a par value of ₹ 10 per share, Series A & B OCRPS which were converted during the year (refer note (iii) below).

Each holder of the respective Series then outstanding shall be entitled to receive dividends and distributions payable on the equity shares as and when declared by the board on an as-converted basis.
The right of the holders of the each Series then outstanding to receive such dividends shall rank pari passu with all the other Series and in preference to the dividend rights of the holders of equity shares and any other class of shares in the Holding Company.

At any time and from time to time, any holder of any Series shall have the right, at its option, to convert all or part of its shares then outstanding into equity shares. All OCRPS shall be automatically converted into equity shares immediately prior to the consummation of a qualifying IPO or on the day the Series D shares are automatically converted to the equity shares in accordance with the terms of issuance of Series D Shares as contained in the Shareholders' Agreement (SHA) and the Articles. Pursuant to amendment in the Shareholders' Agreement (SHA) dated December 23, 2025, all the OCRPS are converted into fully paid equity shares of ₹ 5 each

Each class of OCPRS shall be converted into such number of fully paid equity Shares as is determined by dividing the applicable Initial Subscription Price Per Share by the then applicable conversion price per Share subject to the terms of the Agreement (including subject to appropriate adjustment from time to time for any consolidation, split, subdivision or reclassification of the Equity Shares or any reduction of capital or amalgamation or reorganization of the Holding Company, or for any adjustments and, for the avoidance of doubt, except as required under Applicable Laws), no additional consideration shall be payable upon such conversion.
The OCRPS holders shall not have voting rights.

Upon the occurrence of any Liquidity Event, firstly, out of the assets and funds of the Holding Company available for distribution, the Holding Company shall pay to the holders of any specific OCRPS on a pari passu basis with all the other classes of preference shareholders, prior to and in preference to any payments to holders of equity shares. If there are any assets and funds of the Holding Company legally available for distribution after the payments referred to above, all holders of equity Shares then outstanding shall be entitled to participate pro rata in the residual assets and funds of the Holding Company. These preference shares are redeemable at the discretion of the Holding Company.

Notes:
(i) Pursuant to the implementation of the Scheme of Merger, the Holding Company entered into a new Shareholders' Agreement (SHA) on February 4, 2025. As part of the new SHA, the terms of the Optionally Convertible Redeemable Preference Shares (OCRPS) issued to investors were modified.

(ii) During the year ended March 31, 2025, the OCRPS were fully called up. Following the new SHA, the mandatory redemption clause was removed, and redemption is now at the discretion of the Holding Company or subject to conversion, without any obligation to deliver cash or another financial asset. Hence, the change in fair value of liability of ₹ 109.26 up to the date of new SHA has been recognised as an expense in the standalone statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 has been reclassified from borrowings to equity instruments to the extent of ₹ 180.32 and ₹ 67.26 representing securities premium on the OCRPS has been reclassified to other equity

(iii) During the year ended March 31, 2026, 24,526 OCRPS of ₹ 180.32 were fully converted into 5,853,905 equity shares of ₹ 5 each in accordance with the terms and rights set out in the SHA. The conversion has been accounted for as a reclassification within equity, with the carrying amount of OCRPS derecognised and credited to equity share capital (at face value of ₹ 5 each) and the balance to securities premium

(iv) Pursuant to the shareholders' agreement, the Holding Company in its board meeting held on December 10, 2025 have taken a note of the consent letter from OCRPS shareholders, wherein the OCRPS holders have agreed to adjust and modify the conversion ratio of the respective preference shares held by them (refer note 26).

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13 Equity share capital (continued)

C) Share suspense account

Reconciliation of shares suspense account at the beginning and at the end of the reporting period

	No. of shares	Amount
Equity shares of ₹ 5 per share		
As at April 1, 2024	**2,489,984,198**	**12,449.92**
Add: Issued on account of common control transaction	26,518,330	132.59
Less: Issue of equity shares on account of common control transaction	(2,516,502,528)	(12,582.51)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-
0.01% CCPS of ₹ 10 per share		
As at April 1, 2024	**4,423,149,380**	**44,231.50**
Add: Issued on account of common control transaction	1,868,411,924	18,684.12
Less: Issue of preference shares on account of common control transaction	(6,291,561,304)	(62,915.62)
As at March 31, 2025	-	-
Changes during the year	-	-
As at March 31, 2026	-	-

D) Details of shareholders holding more than 5% shares in the Holding Company

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% holding	No. of shares	% holding
Equity Shares of ₹ 5 each				
Lazarus Trust	1,138,384,797	32.60%	1,210,132,321	48.09%
The Vohra Trust	943,054,929	27.00%	1,008,443,601	40.07%
Zepto Employee Stock Option Trust	941,539,085	26.96%	-	-
Aadit Palicha	134,459,146	3.85%	134,459,146	5.34%
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	522,261,736	79.61%	522,261,736	79.61%
Oliver & Lish Jung	40,173,405	6.12%	40,173,405	6.12%
Series A2				
Y Combinator ES20, LLC	101,726,332	49.23%	133,917,575	64.81%
Contrary ZEP Holdings, LLC	38,262,342	18.52%	38,262,342	18.52%
Nexus Ventures VII Holdings, LLC	15,304,687	7.41%	15,304,687	7.41%
KiranaKart SPV1 Pte. Ltd.	10,947,215	5.30%	10,947,215	5.30%
Series A3				
Rocket Internet Capital Partners II SCS	73,996,870	52.07%	82,535,506	58.08%
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	25,987,005	18.29%	27,328,823	19.23%
Rocket Internet Capital Partners (Euro) II SCS	24,011,531	16.90%	26,782,270	18.85%
Series A4				
Nidhi Manik Trust	1,818,415	95.09%	1,912,307	100.00%
Series A5				
Contrary ZEP Holdings, LLC	23,913,808	100.00%	23,913,808	100.00%
Series A6				
Oliver & Lish Jung	68,325,166	88.50%	68,325,166	88.50%
KiranaKart SPV1 Pte. Ltd.	8,881,773	11.50%	8,881,773	11.50%
Series A7				
Crimson Holdings LLC	19,130,548	100.00%	19,130,548	100.00%

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13 Equity share capital (continued)

D) Details of shareholders holding more than 5% shares in the Holding Company (continued)

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% holding	No. of shares	% holding
Series B				
Glade Brook Private Investors XXXIV LP	280,702,022	47.89%	311,370,034	53.12%
Nexus Ventures VI Holdings, LLC	100,606,566	17.16%	100,606,566	17.16%
LGF Scale (Mars) Limited [Lachy Groom]	78,615,524	13.41%	92,718,296	15.82%
Contrary ZEP Holdings, LLC	29,336,993	5.01%	29,336,993	5.01%
Series C				
YCC20, L.P.	277,877,256	36.36%	277,877,256	36.36%
LGF Scale (Mars) Limited [Lachy Groom]	194,513,830	25.45%	194,513,830	25.45%
Nexus Ventures VI Holdings, LLC	152,831,495	20.00%	152,831,495	20.00%
Rocket Internet Capital Partners II SCS	46,154,347	6.04%	46,154,347	6.04%
Series D				
YCC20 (India) Ltd.	226,271,089	23.53%	226,271,089	23.53%
LGF Scale II (Mars) Limited	154,404,124	16.06%	169,703,628	17.65%
Razor Ventures Zepto LLC	118,070,338	12.28%	124,166,797	12.91%
Nexus Ventures VI Holdings, LLC	113,134,922	11.76%	113,134,922	11.76%
Kaiser Foundation Hospitals	67,880,704	7.06%	67,880,704	7.06%
Kaiser Permanente Group Trust	64,443,545	6.70%	101,821,678	10.59%
Glade Brook Private Investors XXXIV LP	54,055,493	5.62%	59,961,309	6.24%
Oliver Jung [individual capacity]	28,251,699	2.94%	48,874,654	5.08%
Series I D				
Contransys Private Limited	240	13.20%	-	-
Trifecta venture debt fund II	-	-	1,398	58.67%
Trifecta venture debt fund III	-	-	985	41.33%
Series E				
StepStone VC Zepto, LLC	271,134,379	27.55%	271,134,379	27.55%
Nexus Ventures VII Holdings, LLC	209,208,472	21.25%	209,208,472	21.25%
Goodwater Infinity III, L.P.	104,604,236	10.63%	104,604,236	10.63%
Glade Brook Private Investors XXXIV LP	87,867,807	8.93%	87,867,807	8.93%
LGF Scale II (Mars) Limited	83,683,388	8.50%	83,683,388	8.50%
Springblue Co-Investment SPV, LP	75,314,552	7.65%	75,314,552	7.65%
Oliver Jung & Lish Jung	66,945,715	6.80%	66,945,715	6.80%
Series F				
StepStone VC Zepto, LLC	357,203,173	25.92%	357,203,173	25.92%
Nexus Ventures VII Holdings, LLC	209,895,622	15.23%	276,769,213	20.08%
Glade Brook Private Investors XXXIV LP	274,223,987	19.90%	281,027,086	20.39%
ZPT Holdings Limited	149,029,289	10.81%	149,029,289	10.81%
AZO4 LLC	106,449,314	7.72%	106,449,314	7.72%
Avra SPV Z, LLC	80,900,831	5.87%	80,900,831	5.87%
Series G				
GC India Investment Holdings - Group XII - Endurance, Ltd.	154,235,846	31.47%	154,235,846	31.47%
GC India Investment Holdings - Bear Coast (Ventures), Ltd.	154,235,846	31.47%	154,235,846	31.47%
Mars Equity - Dragon Fund	77,117,300	15.73%	77,117,300	15.73%
StepStone VC Zepto, LLC	46,270,131	9.44%	46,270,131	9.44%
Lightspeed Opportunity Fund II, L.P.	41,643,740	8.50%	41,643,740	8.50%
Series H				
GC India Investment Holdings - Bear Coast (Ventures), Ltd	117,567,059	17.32%	-	-
AZO4 LTD	117,567,059	17.32%	-	-
Glade Brook Private Investors XXXIV LP	82,296,941	12.12%	-	-
Goodwater Infinity III, L.P.	82,296,941	12.12%	-	-
StepStone VC Zepto, LLC	60,197,650	8.87%	-	-
GC India Investment Holdings - Group XII - Endurance, Ltd	58,783,529	8.66%	-	-
Springblue Co-Investment SPV, LP	47,026,823	6.93%	-	-
Goodwater Capital IV, L.P.	35,270,117	5.20%	-	-
Series I F				
Raamdeo Ramgopal Agarawal	8,642	50.00%	8,642	50.00%
Vimla Motilal Oswal	8,642	50.00%	8,642	50.00%
Series I G				
Epiq capital II	52,819	100.00%	52,819	100.00%
Series II G				
Claypond Capital Partners Private Limited	125,747	14.10%	125,747	13.60%
0.01% OCRPS of ₹ 10 each				
Series A				
Stride Ventures Debt Fund II	-	-	8,182	100.00%
Series B				
Alteria Capital Fund II Scheme I	-	-	16,364	100.00%

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13 Equity share capital (continued)

E) Details of promoter's shareholding in the Holding Company (continued)

Name of the promoter	No. of shares at the beginning of the year	Changes during the year	No. of shares at the end of the year	% holding	% change during the year
i) Equity Shares					
Equity shares of ₹ 5 each					
As at March 31, 2026					
Aadit Palicha	134,459,146	-	134,459,146	3.85%	-
Kaivalya Vohra	112,049,289	-	112,049,289	3.21%	-
Lazarus Trust	1,210,132,321	(71,747,524)	1,138,384,797	32.60%	(5.93%)
The Vohra Trust	1,008,443,601	(65,388,672)	943,054,929	27.00%	(6.48%)
As at March 31, 2025					
Aadit Palicha	-	134,459,146	134,459,146	5.34%	100.00%
Kaivalya Vohra	-	112,049,289	112,049,289	4.45%	100.00%
Lazarus Trust	-	1,210,132,321	1,210,132,321	48.09%	100.00%
The Vohra Trust	-	1,008,443,601	1,008,443,601	40.07%	100.00%
ii) Share suspense					
Equity shares of ₹ 5 each					
As at March 31, 2026					
Aadit Palicha	-	-	-	-	-
Kaivalya Vohra	-	-	-	-	-
Lazarus Trust	-	-	-	-	-
The Vohra Trust	-	-	-	-	-
As at March 31, 2025					
Aadit Palicha	134,459,146	(134,459,146)	-	-	(100.00%)
Kaivalya Vohra	112,049,289	(112,049,289)	-	-	(100.00%)
Lazarus Trust	1,210,132,321	(1,210,132,321)	-	-	(100.00%)
The Vohra Trust	1,008,443,601	(1,008,443,601)	-	-	(100.00%)

F) Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Holding Company, please refer note 36.

G) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Holding Company had issued bonus shares aggregating to 7,090,393,750 in accordance with section 63 of the Companies Act, 2013 in the ratio of 550:1 to all equity shareholders with equity shares of face value of ₹ 10 each on September 30, 2024.

14 Other equity

	As at March 31, 2026	As at March 31, 2025
Retained earnings	(77,453.86)	(18,401.94)
Securities premium	18,919.57	-
Foreign currency translation reserve	-	-
Capital reserve/ (Amalgamation adjustment deficit)	24,382.88	24,382.88
Share based payment reserve	9,707.49	4,138.77
Other reserves	1,885.20	164.98
Other comprehensive income/ (loss)	70.78	(111.78)
Total	**(22,487.94)**	**10,172.91**

	As at March 31, 2026	As at March 31, 2025
(a) Retained earnings		
Opening balance	(18,401.94)	(29,142.55)
Add: Loss for the year	(59,051.92)	(46,997.14)
Add: Share issue expenses	-	(89.84)
Add: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	-	57,827.59
Closing balance	**(77,453.86)**	**(18,401.94)**
(b) Securities premium		
Opening balance	-	-
Add: Issue of right equity shares	-	89,488.54
Add: Issue of CCPS	18,828.78	31,493.28
Add: Proceeds on conversion of partly paid Series I D CCPS to fully paid Series I D CCPS (refer note 13)	75.78	-
Add: Premium towards OCRPS reclassification	-	67.26
Add: Conversion of OCRPS and CCPS into equity share capital (refer note 13)	15.01	-
Less: Share issue expenses	-	(54.38)
Less: Utilised on issue of bonus shares	-	(70,903.94)
Less: Cancellation of securities premium on account of common control transaction (refer note 39)	-	(18,584.60)
Less: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	-	(31,506.16)
Closing balance	**18,919.57**	**-**

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14 Other equity (continued)

	As at March 31, 2026	As at March 31, 2025
(c) Foreign currency translation reserve (FCTR)		
Opening balance	-	454.24
Add: Reserves arising on account of common control transaction (refer note 39)	-	(65.90)
Add: Reclassification of FCTR on account of common control transaction	-	(388.34)
Closing balance	-	-
(d) Capital reserve/ (Amalgamation adjustment deficit account)		
Opening balance	24,382.88	(11,927.14)
Add: Reserves arising on account of common control transaction (refer note 39)	-	62,243.11
Add: Reclassification of FCTR on account of common control transaction (refer note 39)	-	388.34
Less: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	-	(26,321.43)
Closing balance	**24,382.88**	**24,382.88**
(e) Share based payment reserve		
Opening balance	4,138.77	1,141.29
Add: Share based payment expense	5,569.42	3,234.46
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(0.70)	-
Less: Adjustment of share based payment reserve	-	(23.72)
Less: Repurchase of stock options	-	(213.26)
Closing balance	**9,707.49**	**4,138.77**
(f) Other reserves		
Opening balance	164.98	-
Add: Fair value of share warrant	-	32.21
Add: Capital contribution from shareholder	1,724.52	132.77
Less: Shares issued by ESOP Trust on exercise of employee stock options (refer note 36)	(4.30)	-
Closing balance	**1,885.20**	**164.98**
(g) Other comprehensive income		
Opening balance	(111.78)	(35.32)
Less: Remeasurement income/ (loss) on defined benefit obligation	182.56	(76.46)
Closing balance	**70.78**	**(111.78)**

Nature and purpose of reserves

Retained earnings
Retained earnings are the (loss)/ profit that the Group has incurred/ earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013. Also refer note 39

Foreign currency translation reserve (FCTR)
This reserve reflects the exchange difference arising from the translation of assets and liabilities of the transferee company during a business combination under common control. The closing balances as on the appointed date are transferred to the capital reserve (refer note 39).

Capital reserve/ (Amalgamation adjustment deficit account)
This reserve represents the difference between value of the consideration given and net assets acquired in the course of business combination under common control (refer note 39). It also includes the FCTR amount pertaining to Kiranakart Pte. Limited (KKPTE) on account of common control transaction.

Share based payment reserve
This reserve is used to recognise employee share based payments expense based on the grant date fair value of stock options of the Holding Company issued to employees of the Group.

Other reserves
This reserve is towards:
a) A share warrant is a financial instrument that gives the holder the right, but not the obligation, to buy shares in the Holding Company at a predetermined price, called the exercise price. The fair value impact of the warrant is recognized in other reserve and would be utilised upon exercise of warrant shares.
b) Pursuant to the shareholders' agreement, all the equity shareholders would be entitled to increase in diluted stake in form of reduction in the diluted stake of CCPS holders and OCRPS holders. The fair value impact to the extent of founders is recognised through profit and loss account and recognized under other reserves.

Other comprehensive income/ (loss)
This pertains to re-measurement income/ (loss) on defined benefit obligation, net of taxes that will not be reclassified to consolidated statement of profit and loss.

15 Financial liabilities

(i) Borrowings

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Secured - carried at fair value through profit and loss ('FVTPL'):				
0.01% Series A OCRPS (refer note (C) below)	-	82.53	-	-
0.01% Series B OCRPS (refer note (C) below)	-	165.05	-	-
Less: Reclassified to instrument entirely equity in nature on reclassification of OCRPS	-	(180.32)	-	-
Less: Reclassified to securities premium on reclassification of OCRPS	-	(67.26)	-	-
Total	-	-	-	-

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15 Financial liabilities (continued)

Notes:

A) Working capital loan

The Group has working capital borrowing facilities from banks with a combined sanctioned limit of ₹ 9,500 as at March 31, 2026 (March 31, 2025: ₹ 2,400) secured by current assets and movable fixed assets carrying an interest rate linked to Tenure-based T-Bill plus spread / Repo rate plus spread / MCLR plus spread which ranges from 0.20% to 2.80%.

During the year ended March 31, 2026, the Holding Company had taken working capital loans with a maximum outstanding amount of ₹ 216.66 (March 31, 2025: ₹ 140.00) for a period of 7–9 days (March 31, 2025: 2–12 days) respectively at an interest rate of 7.25% - 9.10% (March 31, 2025: 7.80% - 10.00%). As at March 31, 2026 and March 31, 2025 the entire outstanding has been repaid.

B) Optionally Convertible Redeemable Preference Shares

Under the original terms, the OCRPS were redeemable at the earlier to occur of (a) liquidity event at the KKPTE, Holding Company level, (b) on a best-effort basis after the 6th anniversary for Series A OCRPS and 8th anniversary for Series B OCRPS of the allotment date (Exercise period), or (c) on a best-effort basis during any subsequent round of primary capital raise at the Holding Company level . These shares were partly paid up until March 31, 2024. Since the OCRPS were redeemable upon events outside the issuer's control and may require the entity to deliver cash, they were classified as a liability at fair value of ₹79.85 as of March 31, 2024. The change in fair value of ₹ 79.82 was recognized as an expense in the consolidated statement of profit and loss for the year ended March 31, 2024.

Pursuant to the implementation of the Scheme of Merger approved by the Hon'ble NCLT, effective February 4, 2025, the Holding Company entered into a new Shareholders' Agreement ('SHA') on February 4, 2025. As part of the new SHA, the terms of the OCRPS issued to investors were modified during the year ended March 31, 2025, the OCRPS were fully called up. Following the new SHA, the mandatory redemption clause was removed, and redemption is now at the discretion of the Holding Company or subject to conversion, without any obligation to deliver cash or another financial asset. Hence, the change in fair value of liability of ₹ 100.26 up to the date of new SHA has been recognised as an expense in the consolidated statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 has been reclassified from borrowings to Instruments entirely equity in nature to the extent of ₹ 180.32 and ₹ 67.26 representing securities premium on the OCRPS has been reclassified to other equity.

During the year ended March 31, 2026, the OCRPS were fully converted into equity shares as per the terms and rights of the Shareholders' Agreement ('SHA').

(ii) Lease liabilities
Carried at amortised cost

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Lease liabilities (refer note 29)	21,671.92	18,354.26	5,429.08	3,524.22
Total	**21,671.92**	**18,354.26**	**5,429.08**	**3,524.22**

(iii) Trade payables
Carried at amortised cost

	As at March 31, 2026	As at March 31, 2025
(I) Total outstanding dues of micro enterprises and small enterprises	5,626.35	4,682.08
(II) Total outstanding dues of other than micro enterprises and small enterprises	31,621.51	18,585.74
Total	**37,247.86**	**23,267.82**

As at March 31, 2026

	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	4,961.67	647.10	14.92	2.66	-	5,626.35
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,566.76	18,119.27	2,909.30	21.28	4.90	-	31,621.51
Total	**10,566.76**	**23,080.94**	**3,556.40**	**36.20**	**7.56**	**-**	**37,247.86**

As at March 31, 2025

	Unbilled dues	Not due	Outstanding for following periods from due date of payment				
			< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	4,193.91	457.46	30.71	-	-	4,682.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,891.45	10,365.58	2,304.09	24.62	-	-	18,585.74
Total	**5,891.45**	**14,559.49**	**2,761.55**	**55.33**	**-**	**-**	**23,267.82**

Notes:

a) Carrying amount of liabilities that are part of supplier finance arrangements as at March 31, 2026 is ₹ 6,310.54 (March 31, 2025: Nil) of which suppliers have received payment of ₹ 5,632.45 (March 31, 2025: Nil).

b) Trade payables (including those that are part of the supplier finance arrangements) are unsecured, non-interest bearing repayable on demand or as per the credit terms agreed with the vendors ranging from 7 to 45 days and are to be settled in cash and cash equivalents.

c) There are no disputed trade payables as at March 31, 2026 and March 31, 2025.

d) There were no significant non-cash changes in the carrying amount of the trade payables and suppliers credit included in the Company's supplier finance arrangement.

e) Refer note 15(v) below for details of dues to micro and small enterprises as defined under the Micro, Small, and Medium Enterprises Development ('MSMED') Act, 2006

f) For terms and conditions with related parties, refer note 30.

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15 Financial liabilities (continued)

(iv) Other financial liabilities - current

Carried at amortised cost unless otherwise stated

	As at March 31, 2026	As at March 31, 2025
Payables to creditors for capital goods	580.94	1,448.32
Payable to employees	1,838.29	480.26
Franchisee deposits	4,358.30	1,013.19
Derivative liabilities measured at fair value*	-	8.06
Other financial liabilities**	1,247.39	1,506.45
Total	**8,024.92**	**4,456.28**

*The Group had purchased foreign currency forward contracts to offset the risk of foreign currency fluctuation on payables. Outstanding contracts as of March 31, 2026: Nil (USD/ INR) (March 31, 2025: USD 4.50).

**Other financial liabilities pertains to payable to merchants and deposits refundable on demand.

(v) Details of dues to micro and small enterprises as defined under the Micro, Small, and Medium Enterprises Development ('MSMED') Act, 2006

	As at March 31, 2026	As at March 31, 2025
Principal amount due to micro and small enterprises	5,577.30	4,653.29
Interest due on above	20.26	28.79
The amount of interest paid in terms of section 16 of the MSMED, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day	-	-
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	-	-
The amount of interest accrued and remaining unpaid	49.05	28.79
The amount of interest remaining due and payable even in the succeeding years, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	49.05	28.79

16 Other current liabilities

	As at March 31, 2026	As at March 31, 2025
Statutory liabilities*	868.22	1,012.62
Contract liabilities		
Advance from customers	551.39	421.34
Refund liability for expected sales return	441.22	231.55
Deferred revenue	138.47	80.17
Other payables**	5.03	5.10
Total	**2,004.33**	**1,750.78**

*Statutory liabilities include provident fund, professional tax, withholding taxes and goods and services tax payable.

** Other payables includes other payables to vendors.

Contract liabilities - movement during the year

	Advance from customers	Refund liability for expected sales return	Deferred revenue
Balance as at April 1, 2024	-	-	**1.72**
Arising during the year	3,216.69	231.55	288.83
Utilised during the year	(2,795.35)	-	(210.38)
Balance as at March 31, 2025	**421.34**	**231.55**	**80.17**
Arising during the year	1,409.27	441.22	451.66
Utilised during the year	(1,279.22)	(231.55)	(393.36)
Balance as at March 31, 2026	**551.39**	**441.22**	**138.47**

17 Provisions

	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits				
Provision for gratuity (refer note 27 and note 35)	373.26	312.47	18.88	0.64
Provision for compensated absences	-	-	351.95	430.70
Total	**373.26**	**312.47**	**370.83**	**431.34**

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18 Revenue from operations

	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from contracts with customers		
Sale of goods		
Sale of traded goods	175,879.23	91,447.72
Sale of services		
Service revenue	50,225.17	19,603.08
	226,104.40	**111,050.80**
Other operating revenue		
Scrap sales	129.57	44.53
Others	1.87	4.14
	131.44	**48.67**
Total	**226,235.84**	**111,099.47**

18.1 (a) Disaggregated revenue information

	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of goods		
Sale of traded goods	175,879.23	91,447.72
Total	**175,879.23**	**91,447.72**
Sale of services		
Warehousing, packaging and last mile charges	27,798.40	12,055.84
Platform services	5,641.73	927.82
Subscription fee	283.14	70.07
Advertisement revenue	16,357.26	6,512.41
License (IP) charges	-	13.39
Franchisee fees	144.64	23.55
Total	**50,225.17**	**19,603.08**

(b) Timing of revenue recognition

	For the year ended March 31, 2026	For the year ended March 31, 2025
Products sold at a point in time	176,008.80	91,492.25
Services rendered at a point in time	33,440.13	12,983.66
Services rendered over time	16,786.91	6,623.56
Total	**226,235.84**	**111,099.47**

(c) Geographical location of revenue recognition

	For the year ended March 31, 2026	For the year ended March 31, 2025
Within India	226,235.84	111,099.47
Outside India	-	-
Total	**226,235.84**	**111,099.47**

18.2 Contract balances:

	As at March 31, 2026	As at March 31, 2025
Trade receivables (refer note 9(ii))	24,235.48	17,908.43
Contract liabilities (refer note 16)	1,131.08	733.06

Notes:

a) Trade receivables are non-interest bearing and generally carry credit period of 0 to 90 days. These include unbilled receivables which primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date.

b) Contract liabilities relates to payments received in advance of performance against which amount has been received from customer but services are yet to be rendered on the reporting date. It also includes refund liability for expected sales return and deferred revenue. Contract liabilities are recognized evenly over the period of service, being performance obligation of the Group.

18.3 Performance obligations and remaining performance obligations:

The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 days from date of delivery.
Sale of services/ other operating income: The performance obligation is satisfied as and when the services are rendered i.e. invoices are raised and revenue is recognised on accrual basis and payment is generally due within 90 days from raising invoice.

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19 Other income

	For the year ended March 31, 2026	For the year ended March 31, 2025
a) Interest income under the effective interest method on financial assets carried at amortised cost		
Fixed deposit and other investments	3,928.60	3,189.41
Security deposits	121.14	50.59
(b) Other non operating income:		
Income on financial assets carried at FVTPL		
Gain on sale of mutual fund units and bonds (net)	792.00	842.20
Fair value gain on mutual fund units and bonds	27.01	777.04
Gain on termination of lease contracts	142.04	53.34
Interest on Income tax refund	9.50	5.28
Liability no longer required written back	20.66	-
Miscellaneous income*	6.99	10.21
Total	**5,047.94**	**4,928.07**

*It pertains to insurance claims received.

20 Purchase of traded goods

	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of traded goods	184,849.75	100,260.18
Total	**184,849.75**	**100,260.18**

21 Change in inventories of traded goods

	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance		
Stock-in-trade (including goods in transit)	5,782.76	1,251.31
Right to return asset	226.85	-
Packing material	94.81	14.16
Total opening balance	**6,104.42**	**1,265.47**
Closing balance		
Stock-in-trade (including goods in transit)	8,514.63	5,782.76
Right to return asset	400.86	226.85
Packing material	55.00	94.81
Total closing balance	**8,970.49**	**6,104.42**
Decrease/ (increase) in inventories		
Stock-in-trade (including goods in transit)	(2,731.87)	(4,531.45)
Right to return asset	(174.01)	(226.85)
Packing material	39.81	(80.65)
Change in inventories of traded goods	**(2,866.07)**	**(4,838.95)**

22 Delivery and handling expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Delivery and handling expense*	30,463.41	15,989.35
Total	**30,463.41**	**15,989.35**

*This encompasses all costs associated with the end-to-end supply chain operations undertaken by the Holding Company for order fulfilment.

23 Employee benefits expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	11,269.73	8,274.06
Contribution to provident and other funds	336.78	147.39
Gratuity expense (refer note 35)	168.45	101.65
Share based payment expense (refer note 36)	5,569.42	3,234.46
Staff welfare expenses	502.29	648.87
Total	**17,846.67**	**12,406.43**

Note: Following is the break-up of Employee benefits expense for the year ended March 31, 2026:

	Regular employees	Operating staff*	Total
Salaries, wages and bonus	9,504.73	1,765.00	11,269.73
Contribution to provident and other funds	192.93	143.85	336.78
Gratuity expense (refer note 35)	156.74	11.71	168.45
Share based payment expense (refer note 36)	5,569.42	-	5,569.42
Staff welfare expenses	502.29	-	502.29
Total	**15,926.11**	**1,920.56**	**17,846.67**

*Employed at dark stores and warehouses.

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24 Finance costs

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on financial liabilities measured at amortised cost:		
- Borrowings (refer note 15(i))	0.64	92.14
- Lease liabilities (refer note 29)	2,591.02	1,272.18
Bank and finance charges	31.11	3.63
Interest on defined benefit obligations (refer note 35)	25.14	9.13
Total	**2,647.91**	**1,377.08**

25 Depreciation and amortisation expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation of property, plant and equipment (refer note 4)	2,918.23	1,305.66
Amortisation of intangible assets (refer note 7)	316.18	14.66
Depreciation of right-of-use (ROU) assets (refer note 6)*	5,708.15	2,720.43
Total	**8,942.56**	**4,040.75**
***Reconciliation between depreciation of right-of-use (ROU) as per note 6 and note 25**		
Depreciation of right-of-use (ROU) assets (refer note 6)	5,879.29	2,720.43
Less: Pre-operative amount capitalised (actual rent payout)	(171.14)	-
Net depreciation of right-of-use (ROU) assets	**5,708.15**	**2,720.43**

26 Other expenses

	For the year ended March 31, 2026	For the year ended March 31, 2025
Warehousing expenses	21,498.49	13,818.09
Advertisement expenses	13,891.17	11,866.61
Software expenses	3,001.18	2,290.47
Power and fuel	1,613.69	1,135.89
Store and franchisee expenses	2,941.32	1,032.88
Legal and professional fees	709.80	885.47
Rent (refer note 29)	87.04	450.96
Repairs and maintenance		
- Plant and machinery	329.73	225.65
- Others	171.00	80.99
Payment gateway charges	770.88	166.17
Travelling and conveyance expenses	136.29	166.13
Rates and taxes	86.76	203.46
Membership and subscription	20.35	72.20
Insurance charges	170.96	79.64
Sundry assets written off	332.77	63.04
Foreign exchange loss (net)	7.16	42.24
Payment to auditor (refer note (a) below)	26.05	24.00
Communication charges	779.10	240.19
Fair value loss on financial instruments at fair value through profit or loss (refer note (b) & (c) below)	1,724.52	273.30
Provision for doubtful debts and advances	82.47	54.98
Miscellaneous expenses	2.50	3.49
Total	**48,383.23**	**33,175.85**

Note:

(a) Auditor remuneration includes:-		
Statutory audit fees	25.00	23.00
Reimbursement of expenses	1.05	1.00
Other services (Certification fees and other IPO related services)	32.94	-
Other adjustments*	(32.94)	-
Total	**26.05**	**24.00**

*Refer note 11 for share issue expenses.

(b) It includes fair value increase in diluted stake issuable to the shareholders amounting to ₹ 1,724.52 (March 31, 2025: ₹ 132.77), fair value loss on OCRPS amounting to ₹ Nil (March 31, 2025: ₹ 100.26) for the year ended March 31, 2026 and fair value of share warrant amounting to ₹ Nil (March 31, 2025: ₹ 32.21).

(c) Pursuant to the shareholders' agreement, as amended, all the equity shareholders would be entitled to increase in diluted stake in form of reduction in the diluted stake of CCPS holders of Series A, B, C, D, E, F, G and H and OCRPS holders. The fair value impact to the extent of founders is recognised through profit and loss account. The fair value of these increase in the diluted shares of holders is arrived based on the independent valuation performed by registered valuer

27 Exceptional items

	For the year ended March 31, 2026	For the year ended March 31, 2025
Gratuity expense (refer note 35) (also refer note (a) below)	68.24	-
Merger related expenses (refer note (b) below)	-	571.18
Total	**68.24**	**571.18**

Note:

(a) On November 21, 2025, the Government of India notified provisions of 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, ('Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefit during employment and post-employment. Following the implementation of the four labour codes, the Central Government has pre-published the draft rules on December 31, 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes.

The Labour Codes, amongst other things introduces changes, including a uniform definition of wages. The Group during the year ended March 31, 2026, has assessed the financial implications of these changes which has resulted in a one-time increase in gratuity liability by ₹ 68.24. The Group continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

(b) Pertains to common control transaction related expenses incurred by the Group in connection with stamp duty paid on merger of June 30, 2025: ₹ Nil (March 31, 2025: ₹ 500.00; March 31, 2024: ₹ Nil and March 31, 2023: ₹Nil) and other expenses of June 30, 2025: ₹ Nil (March 31, 2025: ₹ 71.18; March 31, 2024: ₹ Nil and March 31, 2023: ₹Nil).

28 Earning per share (EPS)

Basic earnings per share:
Basic EPS amounts are calculated by dividing the (loss) for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share:
Diluted EPS amounts are calculated by dividing the (loss) for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.
The following table reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2026	For the year ended March 31, 2025
(Loss) during the year attributable to equity holders of the Holding Company (a)	(59,051.92)	(46,997.14)
Weighted average number of ordinary shares outstanding for calculation of basic and diluted EPS (b)#	11,701,322,961	12,918,673,276
Basic and diluted earnings per share (in ₹) (a)/(b)	(5.05)	(3.64)

In view of losses in the current year and previous year, unvested ESOPs which are anti-dilutive have been ignored in the calculation of diluted EPS. Accordingly, there is no variation between basic and diluted EPS.

Note: treasury shares are excluded from weighted average number of equity shares used as a denominator in the calculation of EPS.

29 Lease liabilities

The Group has entered into lease contracts for premises used for commercial purpose to carryout its business and operations i.e. office buildings, furniture and fixtures, dark stores and warehouses. These lease contracts generally have lease terms between 5 and 9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets consistent with industry practice. The incremental borrowing rate for lease liabilities as at March 31, 2026 is 10.00% (March 31, 2025: 10.50%)
The Group also has certain leases with lease terms of 12 months or less. The Group has elected to apply the recognition exemption as per paragraph 6 of Ind AS 116 for short-term leases. Payments associated with these leases are recognised as expense in the consolidated statement of profit and loss. Also refer note 6 & 15(ii).

The changes in the carrying values of lease liabilities are as follows:	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	21,878.48	3,421.14
Additions during the year	12,488.96	20,461.31
Reduction in liability on account of termination of leases	(2,946.11)	(363.80)
Accretion of interest	2,591.02	1,272.18
Payments during the year*	(6,911.35)	(2,912.35)
Closing balance	**27,101.00**	**21,878.48**

*For the year ended March 31, 2026, the Group has paid lease rental of ₹ 5,743.57 (March 31, 2025: ₹ 2,824.8) towards building/store premises and lease rental of ₹ 1,167.78 (March 31, 2025: ₹ 87.55) towards furniture and fixtures.

The maturity analysis of lease liabilities are disclosed in note 33(b).

The following are the amounts recognized in consolidated statement of profit and loss:	For the year ended March 31, 2026	For the year ended March 31, 2025
Gain on termination of lease contracts (refer note 19)	(142.04)	(53.34)
Interest expense on lease liabilities (refer note 24)	2,591.02	1,272.18
Depreciation of right-of-use assets (refer note 25)	5,708.15	2,720.43
Expenses relating to short-term leases (refer note 26)	87.04	450.96
Total amount recognised in the consolidated statement of profit and loss	**8,244.17**	**4,390.23**

The Group had total cash outflows for leases (including short-term leases) of ₹ 7,169.53 for the year ended March 31, 2026 (March 31, 2025: ₹ 3,363.31). There are no leases that have been entered into but not yet commenced as at year end. Further, there are no termination options which are expected to be exercised but not included in the lease term

30 Related party disclosures

(a) Names of related parties and related party relationship

(i) Related parties where control exists:

Wholly owned subsidiaries
Kiranakart Wholesale Private Limited
Zepto Marketplace Private Limited (w.e.f. October 22, 2024)
Zavrix Realty Private Limited (Formerly Zepto Property Management Private Limited) (w.e.f. November 4, 2024 till March 20, 2026)
Quvora Software Solutions Private Limited (Formerly Kiranakart Software Solutions Private Limited) (w.e.f. November 18, 2024 till March 20, 2026)
Zepto Commerce Private Limited (w.e.f. January 10, 2025)

(ii) Parties over which relative of key management personnel is able to exercise significant influence
Modulus Hospitality Services LLP (entity where relative of Director is having control)

(iii) Key managerial personnel (KMP):

KMP	Role/ Relation	Entity	Tenure / Effective Date
Mr. Aadit Palicha	Managing Director	Holding Company	w.e.f. February 4, 2025
	Chief Executive Officer	Holding Company	w.e.f. December 23, 2025
	Director	Kiranakart Wholesale Private Limited	w.e.f. December 19, 2025
Mr. Kaivalya Vohra	Director	Holding Company	w.e.f. August 30, 2021
	Director	Kiranakart Wholesale Private Limited	w.e.f. December 19, 2025
	Director	Zepto Commerce Private Limited	w.e.f. January 10, 2025
	Director	Zepto Marketplace Private Limited	w.e.f. October 22, 2024
	Director	Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited)	w.e.f. November 18, 2024 till March 12, 2026
	Director	Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)	w.e.f. November 4, 2024 till March 5, 2026
Mr. Nikhil Mittal	Director	Holding Company	till March 12, 2025
	Director	Zepto Commerce Private Limited	w.e.f. January 10, 2025
	Director	Zepto Marketplace Private Limited	w.e.f. October 22, 2024
	Director	Kiranakart Wholesale Private Limited	till December 20, 2025
	Director	Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited)	w.e.f. November 18, 2024 till March 12, 2026
	Director	Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)	w.e.f. November 4, 2024 till March 5, 2026

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30 Related party disclosures (continued)

(a) Names of related parties and related party relationship (continued)

KMP	Role/ Relation	Entity	Tenure / Effective Date
Mr. Akhil Gupta	Independent Director	Holding Company	w.e.f. April 10, 2025
Ms. Anulakshmi Hariharan	Independent Director	Holding Company	w.e.f. December 6, 2025
Mr. Paul Hudson	Non-Executive Nominee Director	Holding Company	w.e.f. December 5, 2025
Mr. Vinay Dhanani	Director	Kiranakart Wholesale Private Limited	till December 20, 2025
Ms. Megha Hegde	Company Secretary	Holding Company	w.e.f. August 2, 2024 till October 4, 2024
Mr. Samad Shariff	Company Secretary	Holding Company	w.e.f. December 3, 2024
Mr. Ramesh Bafna	Director	Holding Company	w.e.f. December 5, 2025
Mr. Panduranga Acharya	Chief Financial Officer	Holding Company	w.e.f. December 10, 2025
	Director	Zepto Commerce Private Limited	w.e.f. May 6, 2026
	Director	Zepto Marketplace Private Limited	w.e.f. May 6, 2026

(iv) Relative of KMP
Mr. Jaideep Vohra (relative of Director)

(v) Trust under the control of the Holding Company
Zepto Employee Stock Option Trust (ESOP Trust) (w.e.f. January 27, 2025)

(b) Related party transactions

The following table provides the total amount of transactions that have been entered into with

Relationship	Nature of transactions	For the year ended March 31, 2026	For the year ended March 31, 2025
A) Transactions during the year:			
i) Key managerial personnel			
Mr. Aadit Palicha	Remuneration *	27.36	15.00
Mr. Kaivalya Vohra	Remuneration *	26.13	15.00
Mr. Nikhil Mittal	Remuneration *	14.40	20.00
Mr. Vinay Dhanani	Remuneration *	22.32	31.00
Mr. Akhil Gupta	Remuneration	9.75	-
Mr. Samad Shariff	Remuneration *	6.56	2.59
Ms. Megha Hegde	Remuneration *	-	0.47
Mr. Ramesh Bafna	Remuneration *	38.50	68.50

*The remuneration to the key managerial personnel are all short term and does not include value of ESOPs issued by the Holding Company, provisions made for gratuity & leave benefits as they are determined by the actuary for the Group as a whole.

ii) Parties over which relative of key management personnel is able to exercise significant influence			
Modulus Hospitality Services LLP	Services received	-	3.93
(iii) Relatives of key managerial personnel (KMP)			
Mr. Jaideep Vohra (relative of Director)	Services received	-	0.08

B) Balances as at the year end

Name of the party	Nature of balances	As at March 31, 2026	As at March 31, 2025
Mr. Aadit Palicha	Salary payable	7.22	3.04
Mr. Kaivalya Vohra	Salary payable	6.62	10.72
Mr. Akhil Gupta	Payable	2.25	-

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and normally interest free. There have been no guarantees provided to or received from any related party for payables or receivables for the year ended March 31, 2026 and March 31, 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

31 Commitments and contingencies

	As at March 31, 2026	As at March 31, 2025
(i) Commitments		
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	463.02	796.66
(ii) Contingent liabilities		
Pending litigations*	20.10	20.10

*The Group has reviewed all its pending litigation and proceedings and it does not expect the outcome of the proceedings to have a material effect on its consolidated financial statements. However, management is confident that the likelihood of the claims being successful is remote, and therefore, no provision for any potential liability has been recognized in these consolidated statement of profit and loss.

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32 Disclosures on financial instruments

(a) Financial instruments by category

The carrying value of financial instruments by categories as at year end is as follows:

Financial assets (current and non-current)	As at March 31, 2026	As at March 31, 2025
Carried at amortised cost		
Investment in commercial papers (refer note 9(i))	33,044.94	19,940.34
Trade receivables (refer note 9(ii))	24,235.48	17,908.43
Cash and cash equivalents (refer note 9(iii))	4,041.32	1,634.94
Bank balances other than cash and cash equivalents (refer note 9(iv))	5,689.98	4,023.08
Other financial assets (refer note 9(v))	12,449.63	28,013.98
Total	**79,461.35**	**71,520.77**
Measured at fair value through profit and loss		
Investment in mutual funds (refer note 9(i))	3,910.70	23,809.74
Investment in bonds (refer note 9(i))	1,016.68	-
Total	**4,927.38**	**23,809.74**
Financial liabilities (current and non-current)		
Carried at amortised cost		
Lease liabilities (refer note 15(ii))	27,101.00	21,878.48
Trade payables (refer note 15(iii))	37,247.86	23,267.82
Other financial liabilities (refer note 15(iv))	8,024.92	4,448.22
Total	**72,373.78**	**49,594.52**
Measured at fair value through profit and loss		
Derivative liabilities (refer note 15(iv))	-	8.06
Total	-	**8.06**

(b) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Below are the fair value measurement hierarchy of the Group's assets and liabilities.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable (i.e. derived from prices).

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

There have been no transfers amongst Level 1, Level 2 and Level 3 during the year ended March 31, 2026 and March 31, 2025.

(i) The following table provides the fair value hierarchy of assets and liabilities carried at fair value on a recurring basis as at year end:

	As at March 31, 2026	As at March 31, 2025
Financial assets (current and non-current)		
Level 1*		
Investment in mutual funds (refer note 9(i))	3,910.70	23,809.74
Investment in bonds (refer note 9(i))	1,016.68	-
	4,927.38	**23,809.74**

*All Level 1 derived assets are fair valued at last available markets rate as at the reporting date.

Financial liabilities (current and non-current)		
Level 2		
Derivative liabilities (refer note 15(iv))	-	8.06

(ii) Valuation techniques and key inputs

Level 2

Type	Valuation technique	Inputs used
As at March 31, 2025 **Derivatives - not designated as hedging instruments**	Market valuation techniques	Forward foreign currency exchange rates, Interest rates to discount future cash flow

Derivatives/ hedging contracts were closed as on March 31, 2026.

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32 Disclosures on financial instruments (continued)

(c) Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

	As at March 31, 2026		As at March 31, 2025	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets (current and non-current)				
Carried at amortised cost				
Investment in commercial papers (refer note 9(i))	33,044.94	33,044.94	19,940.34	19,940.34
Trade receivables (refer note 9(ii))	24,235.48	24,235.48	17,908.43	17,908.43
Cash and cash equivalents (refer note 9(iii))	4,041.32	4,041.32	1,634.94	1,634.94
Bank balances other than cash and cash equivalents (refer note 9(iv))	5,689.98	5,689.98	4,023.08	4,023.08
Other financial assets (refer note 9(v))	12,449.63	12,449.63	28,013.98	28,013.98
Total	**79,461.35**	**79,461.35**	**71,520.77**	**71,520.77**
Measured at fair value through profit and loss				
Investment in mutual funds (refer note 9(i))	3,910.70	3,910.70	23,809.74	23,809.74
Investment in bonds (refer note 9(i))	1,016.68	1,016.68	-	-
Total	**4,927.38**	**4,927.38**	**23,809.74**	**23,809.74**
Financial liabilities (current and non-current)				
Carried at amortised cost				
Lease liabilities (refer note 15(ii))	27,101.00	27,101.00	21,878.48	21,878.48
Trade payables (refer note 15(iii))	37,247.86	37,247.86	23,267.82	23,267.82
Other financial liabilities (refer note 15(iv))	8,024.92	8,024.92	4,448.22	4,448.22
Total	**72,373.78**	**72,373.78**	**49,594.52**	**49,594.52**
Measured at fair value through profit and loss				
Other financial liabilities (refer note 15(iv))	-	-	8.06	8.06
Total	**-**	**-**	**8.06**	**8.06**

33 Financial risk management objectives and policies

The Group's principal financial liabilities includes borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets includes security deposits, bank deposits, trade receivables and cash and cash equivalents that derive directly from its operations. The Group also holds investments in mutual funds, bonds and commercial papers

The Group's activities are exposed to credit risk, liquidity risk and market risk. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

(a) Credit risk

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 Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its treasury operations (primarily deposits with banks and financial institutions, foreign exchange transactions, investment in mutual funds and other financial instruments). The Group only deals with parties which has good credit rating/ worthiness given by external rating agencies or based on Group's internal assessment.

Credit risk is managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to whom the credit terms are offered in the normal course of business. The Group uses a provision matrix under expected credit loss model to assess the impairment loss and computing the expected credit loss allowance for trade receivables and loans. The provision matrix takes into account the Group's expected credit loss on current revenue adjusted for historical recovery rates.

Cash and cash equivalents, investments in mutual funds, investments in bonds, commercial papers and bank balances other than cash and cash equivalents are neither past due nor impaired. Cash and cash equivalents include short-term highly liquid fixed deposits with banks which having original maturity less than 3 months.

The changes in respect of allowance for expected credit losses is as follows:

Allowances for credit loss for trade receivables (refer note 9(ii))

	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	64.27	-
Allowance created during the year	60.06	64.27
Total	**124.33**	**64.27**

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility.

The Group assessed the concentration of risk with respect to financial liabilities and concluded it to be low. Access to sources of funding is sufficiently available.

The Group's principal sources of liquidity are cash and cash equivalents, short term investments and the cash flow that is generated from operations. The Group believes that the cash and cash equivalents and short term investments are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

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33 Financial risk management objectives and policies (continued)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	March 31, 2026			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Trade payables	37,247.86	-	-	37,247.86
Lease liabilities	7,789.42	22,454.22	3,686.79	33,930.43
Other financial liabilities	8,024.92	-	-	8,024.92
Total undiscounted financial liabilities	**53,062.20**	**22,454.22**	**3,686.79**	**79,203.21**

	March 31, 2025			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Trade payables	23,267.82	-	-	23,267.82
Lease liabilities	5,570.86	19,172.33	3,883.51	28,626.70
Other financial liabilities	4,456.28	-	-	4,456.28
Total undiscounted financial liabilities	**33,294.96**	**19,172.33**	**3,883.51**	**56,350.80**

Also refer note 31 for details of Group's commitments and contingencies.

(c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises of two types of risks: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings and other payables.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The impact of possible change in floating rate on the Group's profitability was not material. Further, the Group has no debt obligation from financial institutions for the year ended March 31, 2026 and March 31, 2025 and therefore, there is no impact of possible change in floating rate on the entity's profitability in the reporting period.

ii) Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the consolidated statement of profit and loss, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the Group. The Group's primary transactional currency is Indian rupee and the foreign currency transactions are restricted to certain payables.

The Group's exposure to foreign currency exchange rate risk is very limited, as the Group doesn't have any significant foreign exchange transactions.

34 Capital management

For the purpose of Group's capital management, capital includes equity share capital, share premium and all other equity reserves attributable to the equity holders of the Holding Company. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the payment to the shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The net debt includes interest bearing loans and borrowings, lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

	As at March 31, 2026	As at March 31, 2025
Borrowings (refer note 15(i))	-	-
Lease liabilities (refer note 15(ii))	27,101.00	21,878.48
Less: Cash and cash equivalents (refer note 9(iii))	(4,041.32)	(1,634.94)
Less: Bank balances other than cash and cash equivalents (refer note 9(iv))	(5,689.98)	(4,023.08)
Less: Current investment (refer note 9(i))	(37,972.32)	(43,750.08)
Adjusted net debt (A)	-	-
Equity attributable to the equity holders of the Holding Company	59,978.87	85,861.31
Total equity (B)	**59,978.87**	**85,861.31**
Capital and adjusted net debt (C) = (A) + (B)	**59,978.87**	**85,861.31**
Gearing ratio (A)/ (C)*	-	-

*Disclosed as Nil since the adjusted net debt is negative as the Group is funded majorly through own funds.

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Zepto Limited

35 Employee benefit plans

i) Defined contribution plan

The Group makes provident fund contributions which are defined contribution plans for qualifying employees. Under the schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group has recognized for the year ended March 31, 2026 ₹ 336.78 (March 31, 2025: ₹ 147.39) for provident fund contribution in the consolidated statement of profit and loss.

ii) Defined benefit plan

The Group offers gratuity benefit to employees, a defined benefit plan, Gratuity plan is governed by the Payment of Gratuity Act, 1972. The Group's gratuity plan is unfunded and provides for a gratuity payment to vested employees at retirement, death while in employment or on termination of employment, an amount equivalent to 15 days of employee's last drawn wage for each completed year of service.

(a) Gratuity is a defined benefit plan and group is exposed to the following risks:

Interest rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity risk: This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumptions made.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

(b) The following tables summarize the components of net benefit expense recognized in the consolidated statement of profit and loss and amounts recognized in the balance sheet:

	For the year ended March 31, 2026	For the year ended March 31, 2025
Defined benefit expense recognised through consolidated statement of profit and loss		
Current service cost	236.69	101.65
Interest on defined benefit obligation	25.14	9.13
Net gratuity cost	**261.83**	**110.78**
Re-measurement (gain)/ loss in other comprehensive income		
Actuarial (gain)/ loss arising from change in financial assumptions	(1.76)	15.89
Actuarial (gain) arising from change in demographic adjustments	(47.70)	(28.74)
Actuarial (gain)/ loss arising from change in experience adjustments	(133.10)	89.31
Total (income)/ expenses recognised through other comprehensive income	**(182.56)**	**76.46**

Amounts recognised in consolidated balance sheet:	As at March 31, 2026	As at March 31, 2025
Present value of defined benefit obligation (non-current)	373.26	312.47
Present value of defined benefit obligation (current)	18.88	0.64
Closing defined benefit obligation	**392.14**	**313.11**
Change in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	313.11	125.90
Current service cost	236.69	101.65
Interest on defined benefit obligation	25.14	9.13
Benefits paid	(0.24)	(0.03)
Actuarial (gain)/ loss recognised in OCI	(182.56)	76.46
Closing defined benefit obligation	**392.14**	**313.11**

(c) The principal assumptions used in determining gratuity and leave benefit obligations for the Group's plan are as follows:

	As at March 31, 2026	As at March 31, 2025
i) Regular employees:		
Discount rate	6.80%	6.70% to 6.75%
Attrition rate	11.40%-25.20%	13%-17%
Salary escalation rate	15.00%	15.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
ii) Operating staff*:		
Discount rate	5.95%	-
Attrition rate	90.00%	-
Salary escalation rate	10.00%	-
Mortality rate	100% of IALM 2012-14	-

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

*Employed at dark stores and warehouses.

(d) Quantitative sensitivity analysis of significant assumptions are as shown below:

	Sensitivity level	March 31, 2026 Increase	March 31, 2026 Decrease	March 31, 2025 Increase	March 31, 2025 Decrease
Discount rate	0.5% increase/ decrease	(16.21)	17.38	(15.89)	17.15
Future salary increase	0.5% increase/ decrease	11.66	(11.44)	11.96	(11.64)

The sensitivity analysis above determine their individual impact on the plan's end of year defined benefit obligation. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

(e) The expected maturity analysis of gratuity is as follows (undiscounted basis)	As at March 31, 2026	As at March 31, 2025
Within 1 year	11.36	0.60
Between 2 and 5 years	153.19	85.05
Between 6 and 10 years	207.50	139.30
Beyond 10 years	407.90	500.41

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is ranging from 1.00 to 10.00 years (March 31, 2025: from 10.52 to 11.33 years).

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Zepto Limited

36 Employee share option plans

The Holding Company has adopted an employee stock option scheme titled the "Zepto Employee Stock Option Plan I" ("new plan") approved in the shareholders meeting.
As per the order of merger scheme dated February 4, 2025 (refer note 39), all the options previously granted under the erstwhile Employee Stock Option Plan ("old plan") of Kiranakart Pte. Limited (erstwhile holding company) shall be deemed to have been granted under the new plan as if the new plan had been in existence at the time of such grant, without any further action required from the respective option holders. The Holding Company has determined that the fair value of the replaced options on the date of adoption of the new plan is not higher than that of the original plan. The new plan is administered by the Nomination and Remuneration Committee (NRC) of the Holding Company.

During the year ended March 31, 2026, the Board approved the amendment to the new plan on October 15, 2025 and the shareholders approved the amendment on October 16, 2025. The exercise price of options is ₹ Nil.

Treasury Shares

The Holding Company has constituted Zepto Employee Stock Option Trust (Trust) on January 27, 2025 to acquire, hold and allocate/ transfer equity shares of the Holding Company to eligible employees (as defined in the new plan) from time to time on the terms and conditions specified under the new plan. The Holding Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Holding Company's own equity instruments. Share options exercised during the reporting period are settled with treasury shares.

During the year ended March 31, 2026, the Holding Company alloted 942,539,085 treasury shares having a face value of ₹ 5 each to the ESOP Trust for further issuance under the employee share option plan. Further during the year ended March 31, 2026, the employees of the Group exercised 1,303,866 options amounting to 1,000,000 equity shares.

The total expense of share based payments for the year ended March 31, 2026 is ₹ 5,569.42 (March 31, 2025: ₹ 3,234.46) and the same has been disclosed under employee benefits expense in the consolidated statement of profit and loss.

Movement of share options during the year

The following table illustrates the movement of the options during the financial year:

	As at March 31, 2026	As at March 31, 2025
Outstanding as at the beginning of the year	776,927,993	504,711,079
- Granted during the year	490,621,412	306,687,373
- Cancelled during the year	(106,527,406)	(85,602,248)
- Exercised/ adjusted during the year	(1,303,866)	51,131,789
Outstanding as at the end of the year	**1,159,718,133**	**776,927,993**
Vested as at the year end	**502,192,327**	**320,385,542**

Fair value of share options granted

The fair value of share options granted by the Holding Company that are classified as time-based options is estimated at the grant date using arm's length price of the share options computed using black scholes model, taking into account the terms and conditions upon which the share options were granted. The inputs used to measure fair values of options granted on the grant date were as follows:

	As at March 31, 2026	As at March 31, 2025
Dividend yield (% p.a.)	0.00%	0.00%
Expected volatility (% p.a.)*	55.00%	50.00%
Risk-free interest rate (% p.a.)	6.14% - 6.67%	6.64% - 7.13%
Expected time to exercises shares	Immediately on vesting at yearly rest	Immediately on vesting at yearly rest
Weighted average remaining contractual life of options outstanding at the end of year	1.33 years	2.08 Years
Weighted average fair value	₹ 30.72	₹ 21.52

*Expected volatility is based on historical volatility of share prices of comparable companies for the expected life of options.

37 Income taxes

(a) Reconciliation of tax expense to the amount computed by applying the statutory income tax rate to the profit/ (loss) before tax is summarised below:

	For the year ended March 31, 2026	For the year ended March 31, 2025
Accounting loss before tax	(59,051.92)	(46,954.33)
Tax at India's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)	(14,862.19)	(11,817.47)
Other non deductible expenses	439.13	3,861.36
Tax on account of common control transaction	-	42.81
Other temporary differences, business losses and unabsorbed depreciation on which deferred tax is not recognised*	14,423.06	7,956.11
Income tax expense reported in the consolidated statement of profit and loss	**-**	**42.81**

*The Group is having net deferred tax assets primarily comprising of deductible temporary differences, unabsorbed depreciation and brought forward losses under tax laws. However, in the absence of reasonable certainty as to its realization of Deferred Tax Assets (DTA), DTA has not been recognised. The unused tax losses expire upto 8 years.

(b) Deferred tax

	As at March 31, 2026	As at March 31, 2025
Deferred tax liability		
Right of use assets	(6,307.64)	(5,299.49)
Fair value changes in financial instruments	-	(185.38)
Total (i)	**(6,307.64)**	**(5,484.87)**
Deferred tax assets		
Fair value changes in financial instruments	1.39	-
Impact of difference between tax depreciation/ amortisation charged for the financial reporting	143.10	25.51
Provision for employee benefits	395.58	294.02
Unabsorbed depreciation	1,326.55	554.07
Carry forward loss	31,013.99	18,198.67
Lease liabilities	6,820.78	5,506.37
Others	471.12	348.04
Total (ii)	**40,172.51**	**24,926.68**
Net deferred tax assets not recognised (i) + (ii)	**33,864.87**	**19,441.81**

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37 Income taxes (continued)

(c) Deductible temporary differences for which no deferred tax asset is recognised in the consolidated balance sheet:

Particulars	Expiry date	As at March 31, 2026	As at March 31, 2025
Deferred tax assets/ (liabilities) arising on account of:			
Business loss	March 31, 2029	3.33	3.33
Business loss	March 31, 2030	801.47	801.47
Business loss	March 31, 2031	3,203.65	3,203.65
Business loss	March 31, 2032	2,934.31	2,934.31
Business loss	March 31, 2033	11,255.91	11,255.91
Business loss	March 31, 2034	12,815.32	-
Unabsorbed depreciation	Unlimited	1,326.55	554.07
Other temporary differences	Unlimited	1,524.33	689.07

38 Segment reporting

For the years ended March 31, 2026 and March 31, 2025 the Group was managed as a single operating segment. Furthermore, the Group has identified that the Board of Directors are the Chief Operating Decision Maker ('CODM') as they are responsible for making decisions regarding the allocation of resources and assessing performance, as well as for strategic operational decisions and managing the Group.

Following are the disclosures about geographical areas and major customers:

Geographical information:

The Group derives its revenue from sale of products and rendering of services in India.

All non current assets including property, plant and equipment, intangible assets, right-of-use assets, and other non-current assets are located in India only.

Information about major customers:

For the year ended March 31, 2026, the Group has 5 customers (March 31, 2025: 4 customers) constituting more than 10% for each customer which amounts to majority of the total revenue of the Group.

39 Business combination under common control

Amalgamation of Kiranakart Pte. Limited (hereafter referred to as 'Amalgamating Company' or 'KKTPL') with the Holding Company

The Board of Directors of the Holding Company, in its meeting held on October 3, 2024, approved the Scheme of Amalgamation and Arrangement under sections 230-232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Kiranakart Pte. Limited ('Amalgamating Company') with the Holding Company ('Scheme'). The aforesaid Scheme was sanctioned by Hon'ble National Company Law Tribunal ('NCLT') Mumbai Bench vide order dated January 9, 2025 and Singapore bench vide dated January 27, 2025. The Scheme has become effective on February 4, 2025 upon filing of the certified copy of the orders passed by NCLT with the relevant Registrar of Companies. All the assets, liabilities, reserves and surplus of the Amalgamating Company have been transferred to and vested in the Holding Company. The appointed date was February 4, 2025.

(a) Accounting treatment in the books of the Holding Company

The amalgamation has been accounted in accordance with 'pooling of interest method' as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103 notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as specified in the scheme, such that:

(i) All assets and liabilities of the Amalgamating Company are stated at the carrying values as appearing in the financial statements of Amalgamating Company.

(ii) The identity of the reserves have been preserved and are recorded in the same form and at the carrying amount as appearing in the financial statements of Amalgamating Company.

(iii) The inter-company balances between Amalgamating company and Holding Company have been eliminated.

(iv) Comparative financial information in the consolidated financial statements of the Holding Company has been restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative year.

(v) The surplus/ deficit, if any, arising after taking the effect of sub-clauses (i) to (iii) above shall be transferred to Capital reserve/ Amalgamation adjustment deficit account (as applicable) in the consolidated financial statements of the Holding Company.

(vi) The debit balance in the retained earnings of the Holding Company as on the appointed date, has been adjusted first with credit balance in securities premium and remaining balance with capital reserve.

(b) Following are the details of the consideration in nature of equity and preference shares to be issued by the Holding Company:

Particulars	February 4, 2025	April 1, 2024
Equity shares (refer note 13)	12,582.51	12,449.92
Compulsorily convertible preference shares (refer note 13)	62,915.62	44,231.50
Total purchase consideration# (A)	**75,498.13**	**56,681.42**

#Purchase consideration in the nature of equity/ preference shares of the Holding Company paid to equity/ preference shareholders of KKTPL.

(c) Details of assets and liabilities of KKTPL added to the opening balances of the Holding Company and consequential adjustment to Capital reserve/ (Amalgamation adjustment deficit account):

Particulars	February 4, 2025	April 1, 2024
Assets acquired		
Property, plant and equipment	0.11	-
Cancellation of existing investment in equity	132,864.34	37,675.86
Cash and bank balances	1.68	9,613.67
Due from related party	4,484.20	1,191.70
Other receivables	9.32	59.38
Total (I)	**137,359.65**	**48,540.61**
Liabilities transferred		
Reserves	11,500.76	3,677.01
Other payables	44.79	109.32
Total (II)	**11,545.55**	**3,786.33**
Net identifiable assets (B) [I-II]	**125,814.10**	**44,754.28**
Capital reserve/ (Amalgamation adjustment deficit account) [B-A]	**50,315.97**	**(11,927.14)**

(d) Disclosure of Capital reserve/ (Amalgamation adjustment deficit account)

Particulars		February 4, 2025	April 1, 2024
Share capital of the Holding Company cancelled	(i)	125,814.10	44,754.28
Less: Purchase consideration to the shareholders of KKTPL	(ii)	(75,498.13)	(56,681.42)
Capital reserve/ (Amalgamation adjustment deficit account)	(i)-(ii)	**50,315.97**	**(11,927.14)**

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Zepto Limited

40 Other statutory information

a) The Group does not have any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, where any proceeding has been initiated or pending against the Group for holding any Benami property.

b) The Group does not have any transactions with struck off companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, for the years ended March 31, 2026 and March 31, 2025.

c) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

d) The Group incorporated in India has not traded or invested in crypto currency or virtual currency during the years ended March 31, 2026 and March 31, 2025.

e) The Group has not made any such 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).

f) 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 Group 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g) No funds have been received by the Group from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

h) The Group does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.

i) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

j) The Holding Company has entered into a scheme of arrangement for amalgamation of Kiranakart Pte. Limited ('Amalgamating Company') with the Holding Company ('Scheme'). The Group has done the compliances for the approved scheme (refer note 39).

k) The Group had borrowing facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks and financial institutions are in agreement with the books of account.

41 Additional Information Required By Schedule III Of The Companies Act 2013

Name of the entity in the group	March 31, 2026							
	Net assets i.e. total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income
Parent:								
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)	91,302.09	152.22%	(41,155.67)	69.69%	161.31	88.36%	(40,994.36)	69.63%
Wholly owned Indian subsidiaries:								
Kiranakart Wholesale Private Limited	51.46	0.09%	(4,172.64)	7.07%	6.41	3.51%	(4,166.23)	7.08%
Zepto Marketplace Private Limited	(1,480.44)	(2.47%)	(15,286.04)	25.89%	14.84	8.13%	(15,271.20)	25.94%
Zepto Commerce Private Limited	10.08	0.02%	0.16	0.00%	-	-	0.16	0.00%
Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited)*	-	-	-	-	-	-	-	-
Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)*	-	-	-	-	-	-	-	-
Trust:								
Zepto Employee Stock Option Trust	-	-	-	-	-	-	-	-
Consolidation adjustments/ eliminations	(29,904.32)	(49.86%)	1,562.27	(2.65%)	-	-	1,562.27	(2.65%)
Total	**59,978.87**	**100.00%**	**(59,051.92)**	**100.00%**	**182.56**	**100.00%**	**(58,869.36)**	**100.00%**

* During the year ended March 31, 2026, the subsidiaries of the Company, namely Kiranakart Software Solutions Private Limited and Zepto Property Management Private Limited, in their respective Board meetings held on February 16, 2026, approved a change in their legal names to Quvora Software Solutions Private Limited and Zavrix Realty Private Limited, respectively, effective February 17, 2026. Further, the Board of Directors of the Company, in its meeting dated February 16, 2026 approved the divestment of the Company's shareholding in the aforesaid subsidiaries, and pursuant to such approval, the Company has subsequently sold its entire investment in Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited) and Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited) for a consideration of ₹ 19.66.

Name of the entity in the group	March 31, 2025							
	Net assets i.e. total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income
Parent:								
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)	99,309.53	115.66%	(33,604.59)	71.50%	(68.21)	89.21%	(33,672.80)	71.53%
Wholly owned Indian subsidiaries:								
Kiranakart Wholesale Private Limited	(1,283.00)	(1.49%)	(2,733.69)	5.82%	(1.13)	1.48%	(2,734.82)	5.81%
Zepto Marketplace Private Limited	(6,209.25)	(7.23%)	(3,845.34)	8.18%	(7.12)	9.31%	(3,852.46)	8.18%
Quvora Software Solutions Private Limited (formerly Kiranakart Software Solutions Private Limited)	9.83	0.01%	(0.17)	0.00%	-	-	(0.17)	0.00%
Zavrix Realty Private Limited (formerly Zepto Property Management Private Limited)	9.82	0.01%	(0.18)	0.00%	-	-	(0.18)	0.00%
Zepto Commerce Private Limited	9.92	0.01%	(0.08)	0.00%	-	-	(0.08)	0.00%
Consolidation adjustments/ eliminations	(5,985.54)	(6.97%)	(6,813.09)	14.50%	-	-	(6,813.09)	14.48%
Total	**85,861.31**	**100.00%**	**(46,997.14)**	**100.00%**	**(76.46)**	**100.00%**	**(47,073.60)**	**100.00%**

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42 Ratio analysis and its elements

Ratios	Numerator	Denominator	March 31, 2026	March 31, 2025	Variance %	Reason for significant variance
Current Ratio (in times)	Current assets	Current liabilities	1.82	3.02	(39.97%)	There is a decrease on account of increase in trade payables.
Debt-Equity Ratio (in times)	Total debt	Shareholder's equity	0.45	0.25	77.32%	There is an improvement on account of increase in losses for the current year.
Debt service coverage ratio (in times)	Earnings available for debt service	Debt service	(6.17)	(8.25)	(25.18%)	There is a decrease on account of leases.
Return on Equity Ratio (in %)	Net Profits after taxes	Shareholder's equity	(80.98%)	(91.23%)	11.23%	There is an improvement primarily on account of increase in shareholders' equity.
Inventory Turnover Ratio (in times)	Net sales	Average inventory	23.33	24.82	(5.97%)	NA
Trade Receivables Turnover Ratio (in times)	Revenue	Average trade receivable	10.74	10.51	2.17%	NA
Trade Payables Turnover Ratio (in times)	Expenses	Average trade payables	7.67	9.20	(16.67%)	NA
Net Capital Turnover Ratio (in times)	Revenue	Working capital	5.22	1.64	218.69%	There is an improvement on account of increase in revenue from operations.
Net Profit Ratio (in %)	Net Profit	Revenue	(26.10%)	(42.30%)	38.30%	There is an improvement on account of increase in revenue from operations.
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital employed	(66.20%)	(41.80%)	(58.38%)	This is primarily on account of fund infusion leading to increase in capital.
Return on Investment (in %)	Interest income	Investment	8.36%	6.47%	29.28%	There is an improvement on account of change in asset allocation.

43 Maintenance of daily backup of books of account and audit trail (edit log)

The books of account along with other relevant records and papers of the Group are currently maintained in electronic mode. These are readily accessible in India at all times and back- up is maintained on servers located in India, on a regular basis.

The Group has used an accounting software for maintaining its books of account and certain other support software applications including third-party operated software applications for purchase and inventory management, revenue management, payout calculation, management of indirect taxes, payroll management, intangibles management and lease accounting that has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled at the database level insofar as it relates to the accounting software and one other third- party operated software application for the management of indirect taxes. Further no instance of audit trail feature being tampered with was noted in respect of these software applications where the audit trail has been enabled.

Additionally, for these applications the audit trail of prior years has been preserved by the Group as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective year.

44 Corporate Social Responsibility ('CSR')

The Group does not fulfill the criteria stated by section 135(1) of the Companies Act, 2013. The CSR provisions are not applicable to the Group and hence no disclosure has been made in the consolidated financial statements.

45 Events after the reporting period

Subsequent to the year ended March 31, 2026, 2,732,757 Series A3 CCPS, 11,530 Series II-G CCPS, 12,773,618 Series A1 CCPS, 10,947,215 Series A2 CCPS, 8,881,773 Series A6 CCPS, 206,668 Series B CCPS, 7,360,393 Series C CCPS, 1,186,477 Series D CCPS, 1,464,110 Series E CCPS and 461,892 Series G CCPS were converted into equity shares in accordance with the terms and rights set out in the Shareholder's Agreement ("SHA").

46 Absolute amount less than ₹ 5,000 are appearing as "*" in consolidated financial statements due to presentation in million.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Kaustav Ghose

per Kaustav Ghose
Partner
Membership No: 057828

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 28, 2026

For and on behalf of the Board of Directors of
Zepto Limited (formerly Zepto Private Limited/ Kiranakart Technologies Private Limited)

Aadit Palicha
Managing Director and Chief Executive Officer
DIN: 10904332

Kaivalya Vohra
Whole-Time Director
DIN: 09298721

Ramesh Bafna
Whole-Time Director and Chief Financial Officer
DIN: 08715216

Sahund Shariff
Company Secretary
Membership No: A32106

Place: Bengaluru
Date: May 28, 2026

Zepto Limited

Place: Bengaluru
Date: May 28, 2026