ZEPTO PRIVATE LIMITED

(Formerly Known as Kiranakart Technologies Private Limited)
Regd. Office: Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India.
CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

NOTICE OF ANNUAL GENERAL MEETING

To,
The Members,
of **Zepto Private Limited (*formerly known as Kiranakart Technologies Private Limited*).**

Notice is hereby given that the fifth Annual General Meeting ("AGM") of Zepto Private Limited (*formerly known as Kiranakart Technologies Private Limited*) ("Company"), will be held on Monday August 11, 2025, at the First Floor, 773, Sarjapur Main Road, Kaikondarahalli, Bellandur, Bangalore South, Karnataka, India-560103 at 03:00 PM to transact the following business:

A. ORDINARY BUSINESS

item no. 1: adoption of financial statements of the company for the financial year ended 31st march 2025

To consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company along with the comprising the Balance Sheet as on March 31, 2025, Statement of Profit & Loss, and Cash Flow Statement, if any and notes thereto for the financial year ended on March 31, 2025, together with the Report of the Auditors' and Board of Directors thereon.:

"RESOLVED THAT the standalone and consolidated Audited Balance Sheet of the Company as on March 31, 2025, and the Statement of Profit & Loss A/c comprising of Cash Flow Statement and Notes thereto, for the year ended as on that date together with the reports of the Board of directors and Auditors' thereon be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Directors of the Company be and hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the above resolution.

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

B. SPECIAL BUSINESS

Item no.2: Appointment of Mr. Akhil Kumar Gupta (DIN:00028728) as Director (Independent, Non-executive) on the board for 5 years

To consider and, if thought fit, to pass, with or without modifications, the following **Ordinary** resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 read with section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and pursuant to the Articles of Association of the company Mr. Akhil Kumar Gupta (DIN: 00028728) who was appointed as Additional Director on the board with effect from April 10, 2025, who has given his consent for appointment and has submitted a declaration that he meets the criteria of independence under section 149(6) be and is hereby appointed as Director (Independent, Non-Executive) of the company for a period of 5(five) consecutive years effective April 10, 2025.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to provide a sitting fee as may be mutually agreed between the Board and Mr. Akhil Gupta (DIN: 00028728).

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign, execute and submit an application, form and any other document as may be required to the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary, expedient and ancillary to give effect to this resolution."

By the order of Board of Directors,
For Zepto Private Limited

Aalicha

____

Aadit Palicha
Director
DIN: 10904332

ZEPTO PRIVATE LIMITED

Address: 604 Pleasant Park, Lokhandwala Complex Andheri W, Andheri, Versova Police Station, Mumbai, Mumbai- 400053, Maharashtra, India

Date: 09/07/2025
Place: Bengaluru

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto as **Annexure I**.

2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.

3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.

4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.

6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

8. Route-map to the venue of the Meeting is provided at the end of the Notice.

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CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

ANNEXURE I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no.2: Appointment of Mr. Akhil Kumar Gupta (din 00028728) as Director (Independent, Non-Executive) on the board for 5 years

Mr. Akhil Kumar Gupta (DIN: 00028728) was appointed on the board as Additional Director (Non-Executive Independent) with effect from April 10, 2025, to hold office till the conclusion of next General Meeting. In accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company, it is proposed to appoint Mr. Akhil Kumar Gupta (DIN: 00028728) as a director (Independent, Non-Executive) of the company. His appointment as a director is in the best interest of the company, and it is expected that his continued involvement will further strengthen the company's leadership and governance. The details for such an appointment pursuant to Secretarial Standard-2 is given below:

Sl. No	Particulars	Details
1.	Name	Akhil Kumar Gupta
2.	DIN	00028728
3.	Age	69 years
4.	Qualification	Chartered Accountant
5.	Terms and Conditions of Appointment	The term of appointment will be 5 years effective from April 10, 2025 Other terms and conditions as may be approved by the board.
6.	Details of remuneration and the remuneration last drawn by such person	As approved by the Board
7.	Date of first appointment on the Board	10^{th} April 2025
8.	Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
9.	Number of Meetings of the Board attended during the year	1
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	12

The Board of Directors recommends the passing of the Ordinary Resolution set out in Item No. 2 of the accompanying Notice.

Except Mr. Akhil Kumar Gupta (DIN: 00028728) being the appointee, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

By the order of Board of Directors,
For Zepto Private Limited

Palicha

ZEPTO PRIVATE LIMITED

____
Aadit Palicha
Director
DIN: 10904332

Address: 604 Pleasant Park, Lokhandwala Complex Andheri W, Andheri, Versova Police Station, Mumbai, Mumbai- 400053, Maharashtra, India

Date: 09/07/2025
Place: Bengaluru

ZEPTO PRIVATE LIMITED

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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Annual General meeting of Zepto Private Limited (*formerly known as Kiranakart Technologies Private Limited*) to be held on Monday, August 11, 2025 at First Floor, 773, Sarjapur Main Road, Kaikondarahalli, Bellandur, Bangalore, Bangalore South, Karnataka, India, 560103 at 03:00 PM:

Full Name of the Shareholder/ Authorized representative: ________________
____
residing at/having registered office at____________________________________
____

Folio No.

No. of Shares held:

Name of Proxy (if any):

____
Signature of the Shareholder/Proxy/
Corporate Representative*

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Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./ client ID and DP ID numbers	

I / We, being the member(s) of ___________ equity/preference shares of the above-named company, hereby appoint:

Name:	
Address:	
E-mail Id:	
Signature	

Name:	
Address:	
E-mail Id:	
Signature	

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Annual General Meeting of the company, to be held on Monday, August 11, 2025 at First Floor, 773, Sarjapur Main Road, Kaikondarahalli, Bellandur, Bangalore, Bangalore South, Karnataka, India, 560103 at 03:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:
Item No.1: Adoption of Financial Statements of the Company for the Financial Year ended 31st March 2025

Special Business:
Item No.2: Appointment of Akhil Kumar Gupta (DIN: 00028728) as Director (Independent, Non-executive) of the company for 5 years

Signature of Shareholder: ______________

Signature of Proxyholder: _______________

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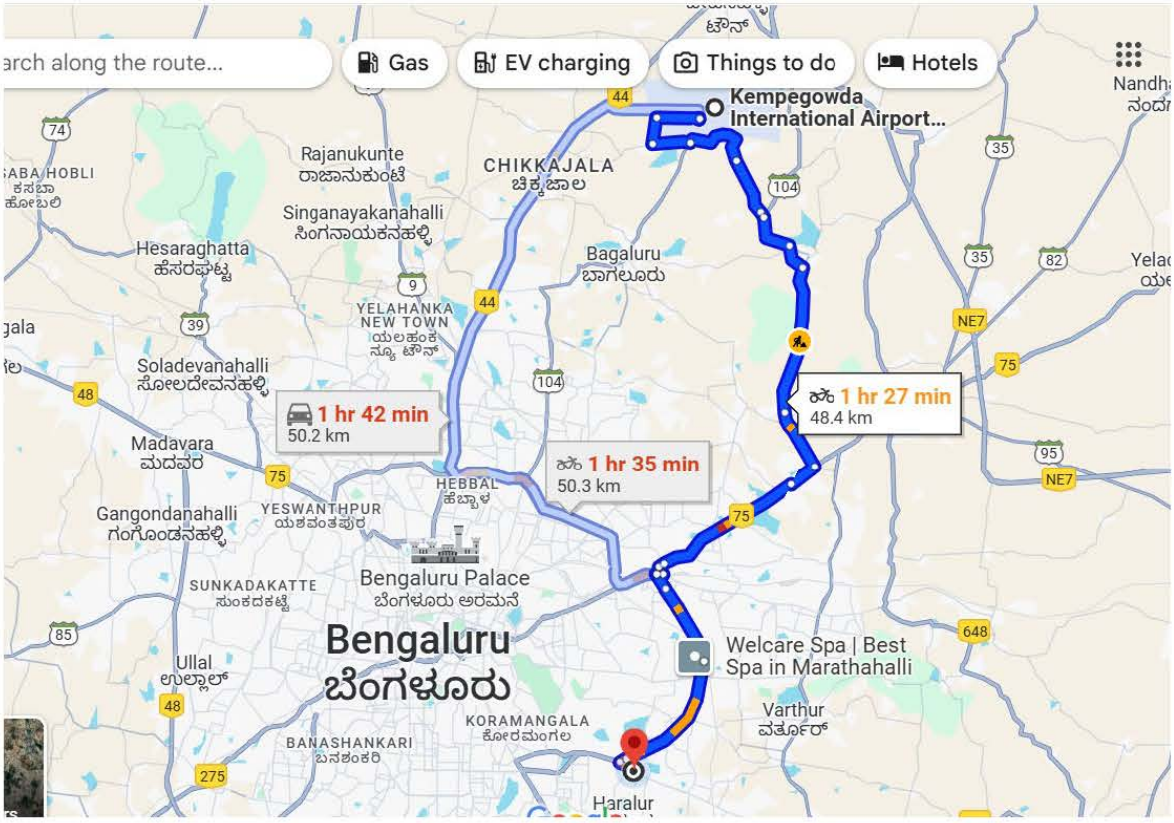
Route Map of the venue of the meeting



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FIFTH BOARD'S REPORT

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

Your directors have pleasure in presenting the Fifth Board's Report of Zepto Private Limited (Formerly known as 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, 2025.

1. FINANCIAL HIGHLIGHTS

The highlights of Company's financial performance on a standalone and consolidated basis, for the financial year ended March 31, 2025 are summarized below:

Sr. No.	Particulars	For the year ended 31.03.2025 (amount in INR Mn)		For the year ended 31.03.2024 (amount in INR Mn)	
		Standalone	Consolidated	Standalone	Consolidated
1	Revenue from operations	91,649.90	1,11,099.47	41,341.32	44,545.16
2	Other Income	5,037.69	4,928.07	897.82	896.56
3	**Total Income**	**96,687.59**	**1,16,027.54**	**42,239.14**	**45,441.72**
4	Total Expenses	1,36,741.80	1,62,410.69	54,268.46	57,512.14
5	Profit/ Loss before tax and exceptional items	(40,054.21)	(46,380.32)	(12,029.32)	(12,070.42)
6	Exceptional Item	6,492.43	571.18	-	-
7	Profit/ Loss before tax	(33,561.78)	(46,954.33)	(12,029.32)	(12,070.42)
8	Current Tax	42.81	42.81	77.52	77.52
9	Deferred Tax	-	-	-	-
10	Other Comprehensive Items	(68.21)	(76.46)	(39.82)	(39.64)
11	Profit/(Loss) after Tax and Comprehensive Items	(33,672.80)	(47,073.60)	(12,146.66)	(12,187.58)
12	Earnings per share (INR): Basic	(2.65)	(3.71)	(1.15)	(1.15)
13	Earnings per share (INR): Diluted	(2.65)	(3.71)	(1.15)	(1.15)

ZEPTO PRIVATE LIMITED

2. REVIEW OF OPERATIONS AND FINANCIAL SUMMARY

During the financial year under review, the Company's total revenue on a consolidated basis increased to INR 1,11,099.47 Mn in FY25 as compared to INR 44,545.16 Mn in FY24 in the previous financial year and on a standalone basis it increased to INR 91,649.90 Mn in FY25 as compared to INR 41,341.32 Mn in FY24. The Loss for the year on a consolidated basis stands at INR 47,073.60 Mn in FY25 compared to INR 12,187.58 Mn in FY24 and on a standalone basis stands at INR 33,672.80 Mn in FY25 compared to INR 12,147.94 Mn in FY24. Your company has cemented its position in the market and is poised for strong growth in the coming years.

3. STATE OF COMPANY AFFAIRS

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 2025-26 in view of the booming business of the Company.

4. CHANGE IN THE NATURE OF BUSINESS

There is no substantial change in the nature of business of the Company during the FY 2024-25 except that the company has transferred the 'Zepto Platform' under the terms of Business Transfer Agreement executed with Zepto Marketplace Private Limited (a wholly owned subsidiary).

5. DIVIDEND

In view of the losses, the Board does not recommend any dividend on Equity Shares for the financial year ended March 31, 2025.

6. AMOUNTS TRANSFERRED TO RESERVES

In view of losses during the financial year ended March 31, 2025, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2025.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

Your Company incorporated four new wholly owned subsidiaries in addition to existing subsidiaries, Kiranakart Wholesale Private Limited, namely-

- Zepto Marketplace Private Limited on October 22, 2024
- Zepto Property Management Private Limited on November 04, 2024
- Kiranakart Software Solutions Private Limited on November 18, 2024
- Zepto Commerce Private Limited on January 10, 2025

ZEPTO 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.

8. 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, 2025.

9. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

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	Director	10904332
2	Mr. Kaivalya Vohra	Director	09298721
3	Mr. Akhil Kumar Gupta	Additional Director	00028728
4	Mr. Samad Iqbal Shariff	Company Secretary	DGCPS4760Q

The following changes were affected during the year under review:

- Ms. Megha Hegde (ACS 66230) was appointed as the Company Secretary and compliance officer of the company w.e.f August 2, 2024.
- Ms. Megha Hegde (ACS 66230), Company Secretary and compliance officer of the company resigned from her position w.e.f October 04, 2024 due to her personal occupancies
- Mr. Samad Iqbal Shariff (ACS 32106) was appointed as the Company Secretary and Compliance Officer of the company w.e.f December 03, 2024.
- Mr. Aadit Kavit Palicha (DIN 10904332) was appointed on the board as Additional Director w.e.f February 04, 2025.
- Mr. Nikhil Kumar Mittal (DIN 08821475) resigned from the board of directors w.e.f March 12, 2025.

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

- 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 Annual General Meeting. His appointment as Director has been proposed in the ensuing Annual General Meeting.

ZEPTO PRIVATE LIMITED

10. COMMITTEES OF THE BOARD

During the year under review, the Company was not required to constitute any Statutory Committees of the Board of Directors of the Company.

11. 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 Companies Act, 2013.

iii. **Secretarial Auditor:** The board of director had appointed Ms/ Jain and Vishwakarma (Peer review Certificate number: 1716/2022) as Secretarial Auditor of the company for the Financial Year 2024-25. The Secretarial Report in MR-3 is attached to this Board's Report.

iv. **Internal Auditor:** During the year under review, the Company has appointed M/s Protiviti India Member Private Limited as the Internal Auditors of the company vide Board meeting.

12. STATUTORY AUDITORS' REPORT

The auditors have given an unqualified opinion on the financial statements for the year ended March 31, 2025.

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.

13. WEB ADDRESS OF ANNUAL RETURN, IF ANY

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

ZEPTO PRIVATE LIMITED

14. MEETINGS OF BOARD OF DIRECTORS

During the financial year 2024-25, 29 meetings of the board and 9 meetings of members including 1 Annual General Meeting were held. The maximum gap between any two Board Meetings was less than one hundred and twenty days in accordance with the provisions of the Companies Act, 2013.

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, 2025.

Sl. No	Date of Meeting	Type of Meeting
1.	07-May-24	Board Meeting
2.	30-May-24	Board Meeting
3.	14-Jun-24	Board Meeting
4.	15-Jul-24	Board Meeting
5.	05-Aug-24	Board Meeting
6.	27-Aug-24	Board Meeting
7.	02-Sep-24	Board Meeting
8.	19-Sep-24	Board Meeting
9.	25-Sep-24	Board Meeting
10.	30-Sep-24	Board Meeting
11.	30-Sep-24	Board Meeting
12.	03-Oct-24	Board Meeting
13.	15-Oct-24	Board Meeting
14.	01-Nov-24	Board Meeting
15.	07-Nov-24	Board Meeting
16.	09-Nov-24	Board Meeting
17.	15-Nov-24	Board Meeting
18.	18-Nov-24	Board Meeting
19.	23-Nov-24	Board Meeting
20.	30-Nov-24	Board Meeting
21.	03-Dec-24	Board Meeting
22.	09-Dec-24	Board Meeting
23.	23-Dec-24	Board Meeting
24.	24-Dec-24	Board Meeting
25.	09-Jan-25	Board Meeting
26.	28-Jan-25	Board Meeting
27.	04-Feb-25	Board Meeting
28.	04-Mar-25	Board Meeting
29.	12-Mar-25	Board Meeting

ZEPTO PRIVATE LIMITED

Sl. No	**Date of Meeting**	**Type of Meeting**
1	28-Aug-24	Extraordinary General Meeting
2	03-Sep-24	Extraordinary General Meeting
3	30-Sep-24	Extraordinary General Meeting
4	24-Sep-24	Annual General Meeting
5	02-Nov-24	Extraordinary General Meeting
6	09-Nov-24	Extraordinary General Meeting
7	23-Nov-24	Extraordinary General Meeting
8	03-Dec-24	Extraordinary General Meeting
9	23-Dec-24	Extraordinary General Meeting

15. 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.

16. 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 July 9, 2025.

17. 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-2.

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

ZEPTO PRIVATE LIMITED

18. 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)-	

ZEPTO PRIVATE LIMITED

	(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 2025 (INR)	FY 2024 (INR)
Earnings	NIL	NIL
Outgo	56,17,36,000	19,81,22,000

19. RISK MANAGEMENT POLICY

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

20. 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. However, pursuant to section 135(9) of the companies act 2013, constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company during the financial year ended March 31, 2025.

The brief outline of the CSR policy of the company and the initiatives undertaken during the year are set out its Annexure-3 in the format as prescribed by the rules.

21. SCHEME OF ARRANGEMENT

On January 09, 2025 the National Company Law Tribunal, Mumbai Bench had approved the Scheme of Arrangement sought for Amalgamation in the Company Petition number C.P.(CAA)/214(MB)/2024 between Kiranakart Pte. Ltd. ("Holding Company") with the Company and their respective shareholders under Sections 232 r/w Section 230 and read with Section 234, Section 61, Section 66 of the Companies Ac., 2013 and rules made there under and other applicable provisions of the Companies Act, 2013.

ZEPTO PRIVATE LIMITED

It was an inbound merger where in the Singapore based Holding Company was amalgamated into the Company. The said arrangement has benefitted the Company at large such as rationalization of the group structure by reducing the number of legal entities in order to optimize the legal entity structure to be more aligned with the business objective, to address the competitive regulatory environment, risks and policies, better management, value consolidation and creation of shareholder's value, etc.

Pursuant to the said order, modifications were made in the Memorandum of Association and Articles of Association of the Company, the authorised share capital was reclassified, Holding Company ESOP Plan was adopted by the Company, and other actions were taken up as per the order of the National Company Law Tribunal, Mumbai Bench.

22. 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 24-25.

- **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 have employed 69 differently abled individuals across 60 cafés, 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.

ZEPTO PRIVATE LIMITED

- 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 – FY25-26 and beyond

- **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.

23. SHARE CAPITAL

The share capital of the Company has been reclassified and restructured to give effect to its cross-border merger with its holding company, Kiranakart Pte. Ltd (Transferor Company). This merger was implemented pursuant to a scheme of amalgamation (Scheme) under sections 230 to 232 read with section 234, section 61 and section 66 of the Companies Act, 2013 of India, section 210 read with section 212 of the Companies Act 1967 of Singapore and other applicable provisions of the Indian Companies Act, 2013, the Companies Act 1967 of Singapore and rules made there under.

ZEPTO PRIVATE LIMITED

The scheme was approved by the National Company Law Tribunal (NCLT), Mumbai Bench, through its order C.P. (CAA)/214(MB)/2024 dated January 09, 2025 (Merger Order). The Board of Directors noted the NCLT order and approved the necessary changes to the share capital at its meeting held on February 04, 2025. The details of these changes are as follows:

A. AUTHORISED SHARE CAPITAL

- Pursuant to clause 17.1.2 of the Scheme, 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 2,00,00,00,00,000/- (Indian Rupees Twenty 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.

- **Further, pursuant to Clause 17 of the Scheme, the face value of the equity shares of the company has been sub-divided from INR 10/- (Indian Rupees Ten only) each of INR 5/- (Indian Rupees Five only) each."**

B. PAID UP SHARE CAPITAL

During the year under review the company has issued and allotted shares under Rights' Issue, Private Placements and Bonus Issue. Further, post the approval of the scheme of amalgamation the company has also issued and extinguished shares, thereby modifying the paid-up capital structure.

The summary of the modifications is as under:

ZEPTO PRIVATE LIMITED

- **Equity Share Capital:**

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type of Issue
1.	07-Jun-24	1,71,475	10	Rights Issue
2.	02-Aug-24	21,65,909	10	Rights Issue
3.	20-Aug-24	60,020	10	Rights Issue
4.	27-Sep-24	9,82,805	10	Rights Issue
5.	30-Sep-24	7,09,03,93,750	10	Bonus Issue

Further, as per clauses 14 and 17.1.1 of the Scheme, 710,32,85,375 the number of equity shares of the company (all equity shares prior to merger) were extinguished and further, below-mentioned equity shares were allotted to the shareholders of the Transferor Company:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type of Issue
1.	04-Feb-25	2,51,65,02,528	5	Equity (post- merger)

- **Preference Share Capital***:*

During the year under review, the Company has issued and allotted Preference Shares (including post-merger allotment) as follows:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type/ Series	Type of Issue
1	30-Aug-24	8,642	10	CCPS-I F	Private Placement
2	30-Aug-24	8,642	10	CCPS-I F	Private Placement
3	20-Sep-24	52,819	10	CCPS-I G	Private Placement
4	07-Nov-24	92,864	10	CCPS-II G	Private Placement
5	15-Nov-24	4,42,351	10	CCPS-II G	Private Placement
6	30-Nov-24	2,26,329	10	CCPS-II G	Private Placement
7	09-Dec-24	1,62,789	10	CCPS-II G	Private Placement
8	24-Dec-24	2,383	10	CCPS-I D	Private Placement
9	04-Feb-25	65,60,05,005	10	Series A-1 CCPS	Merger
10	04-Feb-25	20,66,15,150	10	Series A-2 CCPS	Merger
11	04-Feb-25	14,21,12,111	10	Series A-3 CCPS	Merger
12	04-Feb-25	19,12,307	10	Series A-4 CCPS	Merger
13	04-Feb-25	2,39,13,808	10	Series A-5 CCPS	Merger
14	04-Feb-25	7,72,06,939	10	Series A-6 CCPS	Merger
15	04-Feb-25	1,91,30,548	10	Series A-7 CCPS	Merger
16	04-Feb-25	58,61,32,316	10	Series B CCPS	Merger

ZEPTO PRIVATE LIMITED

17	04-Feb-25	76,41,52,491	10	Series C CCPS	Merger
18	04-Feb-25	96,16,45,587	10	Series D CCPS	Merger
19	04-Feb-25	98,43,23,118	10	Series E CCPS	Merger
20	04-Feb-25	1,37,82,53,557	10	Series F CCPS	Merger
21	04-Feb-25	49,01,58,367	10	Series G CCPS	Merger

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

Pursuant to Clause 11 of the Scheme and Section 62(1)(b) of the Companies Act, 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.

The board also in its meeting held on 28th January 2025 approved to form an ESOP trust by the name and style 'Zepto Employee Stock Option Trust' ("Trust"), and appointed trustees in this behalf. The Board further authorized the Trust to administer the Zepto Share Option Plan I' ("ESOP Plan") and to do all such acts and deeds as may be necessary it its meeting held on February 04, 2025.

The disclosure as required as per rule12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is Annexed herewith as Annexure 4.

25. DEBENTURES

The Company has redeemed and repaid following Unlisted Non-Convertible Debentures (NCDs) during the review period:

(i) NCDs issued on June 29, 2022, aggregating to INR 75,00,00,000/- (Indian Rupees Seventy-Five Crore Only) were redeemed and repaid in full on June 05, 2024.
(ii) NCDs issued on July 28, 2022, aggregating to INR 50,00,00,000/- (Indian Rupees Fifty Crore Only) were redeemed and repaid in full on June 20, 2024.
(iii) NCDs issued on July 26, 2022, aggregating to INR 25,00,00,000/- (Indian Rupees Twenty-Five Crore Only) were redeemed and repaid in full on June 20, 2024.
(iv) NCDs issued on December 24, 2023, aggregating to INR 50,00,00,000/- (Indian Rupees Fifty Crore Only) were redeemed and repaid in full on December 03, 2024.

The company has also filed the necessary forms and documents with the Ministry of Corporate Affairs (MCA) in order to satisfy the charge IDs registered in favour of such NCDs.

ZEPTO PRIVATE LIMITED

26. 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 available for inspection by the Members at the registered office of the Company during business hours on working days.

27. 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) The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.
(iii) There was no application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).
(iv) The provisions of Section 149(6) of Companies Act, 2013 pertaining to declaration required to be given by the Independent Directors is not applicable on the Company as the Company is not required to appoint Independent Directors as per Companies Act, 2013.
(v) 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, 2025.

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, 2025, 2 complaints with allegation of sexual harassment were filed with the Committee out of which all 2 complaints have been handled and resolved as per the provisions of the Act and Nil complaints were pending to be resolved as on the end of the financial year.

28. 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.

ZEPTO PRIVATE LIMITED

29. EVENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2025 AND THE DATE OF THIS REPORT

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

30. OTHER EVENTS BETWEEN THE END OF THE FINANCIAL YEAR 2025 AND THE DATE OF THIS REPORT, ARE MENTIONED BELOW

The following changes have occurred between the end of Financial Year and the date of this report:

(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) 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
(iii) 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.
(iv) Mr. Aadit Kavit Palicha (DIN 10904332) was appointed as Director in the Extra Ordinary General Meeting held on April 04, 2025.
(v) 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 Annual General Meeting. His appointment as Director has been proposed at the ensuing Annual General Meeting.

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

31. 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.

32. MAINTENANCE OF COST RECORDS

As per the Companies (Accounts) Rules, 2014, as amended from time to time, disclosure as to maintenance of cost records as specified by the Central Government under sub-section (1) of section

ZEPTO PRIVATE LIMITED

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.

33. 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.

34. 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.

35. 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.

36. 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.

37. 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, 2025, 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, 2025 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.

ZEPTO PRIVATE LIMITED

(iv) The Directors have prepared the annual accounts on a 'going concern' basis for the year ended March 31, 2025.

(v) 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.

38. 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: 09.07.2025
Place: Bengaluru

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

Palicha

AADIT KAVIT PALICHA
DIRECTOR
DIN: 10904332

Vohra

KAIVALYA VOHRA
DIRECTOR
DIN: 09298721

ZEPTO PRIVATE LIMITED

Jain & Vishwakarma
Corporate Law Consultants

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SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[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 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 PRIVATE LIMITED** (hereinafter called the Company) (formerly known as Kiranakart Technologies Private Limited). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of ZEPTO PRIVATE LIMITED's (formerly known as 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, 2025 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 PRIVATE LIMITED" (formerly known as Kiranakart Technologies Private Limited) for the financial year ended on 31st March, 2025 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)

804, 8th Floor, Ashoka Premises, Near Pumphouse Subway, Gundavali, Andheri (E) Mumbai 400069. Maharashtra, India.

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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 of Capital and Disclosure Requirements) Regulations, 2018

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

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

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

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

h. 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.

804, 8th Floor, Ashoka Premises, Near Pumphouse Subway, Gundavali, Andheri (E) Mumbai 400069. Maharashtra, India.

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.

Adequate notice was provided to all directors for convening the Board Meetings. The agenda and detailed notes thereon were circulated in accordance with the provisions of the Companies Act, 2013. It is also noted that as the meetings were held at shorter notice, requisite consent was duly obtained from the directors. A system is in place to enable directors to seek and receive further information or clarifications on agenda items prior to the meeting, thereby facilitating informed and meaningful participation.

All resolutions at the meeting were passed unanimously

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 entered a cross-border merger with its holding company, Kiranakart Pte. Ltd (Transferor Company). This merger was implemented pursuant to a scheme of amalgamation (Scheme) under sections 230 to 232 read with section 234, section 61 and section 66 of the Companies Act, 2013 of India, section 210 read with section 212 of the Companies Act 1967 of Singapore and other applicable provisions of the Indian Companies Act, 2013, the Companies Act 1967 of Singapore and rules made there under.

The scheme was approved by the National Company Law Tribunal (NCLT), Mumbai Bench, through its order C.P. (CAA)/214(MB)/2024 dated January 09, 2025 (Merger Order). The Board of Directors noted the NCLT order and approved the necessary changes to the share capital at its meeting held on February 04, 2025.

We further report that during the year under review the company has issued and allotted shares under Rights' Issue, Private Placements and Bonus Issue. Further, post the approval of the scheme of amalgamation the company has also issued and extinguished shares, thereby modifying the paid-up capital structure.

JAIN & VISHWAKARMA
MUMBAI
Company Secretaries

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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.	07-Jun-24	1,71,475	10	Rights Issue
2.	02-Aug-24	21,65,909	10	Rights Issue
3.	20-Aug-24	60,020	10	Rights Issue
4.	27-Sep-24	9,82,805	10	Rights Issue
5.	30-Sep-24	7,09,03,93,750	10	Bonus Issue

Further, as per the Scheme, 710,32,85,375 the number of equity shares of the company (all equity shares prior to merger) were extinguished and further, below-mentioned equity shares were allotted to the shareholders of the Transferor Company:

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type of Issue
1.	04-Feb-25	2,51,65,02,528	5	Equity (post- merger)

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

Sr. No.	Date of Allotment	No. of Shares	Face Value per share (INR)	Type/ Series	Type of Issue
1.	30-Aug-24	8,642	10	CCPS-I F	Private Placement
2.	30-Aug-24	8,642	10	CCPS-I F	Private Placement
3.	20-Sep-24	52,819	10	CCPS-I G	Private Placement
4.	07-Nov-24	92,864	10	CCPS-II G	Private Placement
5.	15-Nov-24	4,42,351	10	CCPS-II G	Private Placement
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8.	24-Dec-24	2,383	10	CCPS-I D	Private Placement
9.	04-Feb-25	65,60,05,005	10	Series A-1 CCPS	Merger
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11.	04-Feb-25	14,21,12,111	10	Series A-3 CCPS	Merger
12.	04-Feb-25	19,12,307	10	Series A-4 CCPS	Merger
13.	04-Feb-25	2,39,13,808	10	Series A-5 CCPS	Merger

Jain & Vishwakarma Mumbai Company Secretaries

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14.	04-Feb-25	7,72,06,939	10	Series A-6 CCPS	Merger
15.	04-Feb-25	1,91,30,548	10	Series A-7 CCPS	Merger
16.	04-Feb-25	58,61,32,316	10	Series B CCPS	Merger
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18.	04-Feb-25	96,16,45,587	10	Series D CCPS	Merger
19.	04-Feb-25	98,43,23,118	10	Series E CCPS	Merger
20.	04-Feb-25	1,37,82,53,557	10	Series F CCPS	Merger
21.	04-Feb-25	49,01,58,367	10	Series G CCPS	Merger

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 2,00,00,00,00,000/- (Indian Rupees Twenty 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.

JAIN & VISHWAKARMA MUMBAI

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(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.

Further, pursuant to the Scheme, the face value of the equity shares of the company has been sub-divided from INR 10/- (Indian Rupees Ten only) each of INR 5/- (Indian Rupees Five only) each."

We further report that no other specific event/ action having a major bearing on the company's affairs in pursuance to the laws, rules, regulations, guidelines, etc. referred to above points.

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 altered its Memorandum of Association by reclassifying the authorized share capital of the Company.
c) The Company has altered its Articles of Association during the year.
d) Some of the Statutory Returns filed with the ROC beyond the prescribed date and complied with additional fee.

For M/s. Jain & Vishwakarma
Company Secretaries

Priyanka Jain
Partner
Membership No.: F11881
C. P. No.: 18217
UDIN: F011881G000735551

JAIN & VISHWAKARMA ★ MUMBAI ★ Company Secretaries

Date: 08/07/2025
Place: Mumbai

804, 8th Floor, Ashoka Premises, Near Pumphouse
Subway, Gundavali, Andheri (E) Mumbai 400069.
Maharashtra, India.

Jain & Vishwakarma
Corporate Law Consultants

02246185757
office@csjnv.com
www.csjnv.com

Annexure-I

To,
The Members,
ZEPTO PRIVATE LIMITED (formerly known as 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 PRIVATE LIMITED (hereinafter called 'Company') (formerly known as 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. JAIN & VISHWAKARMA
Company Secretaries

JAIN & VISHWAKARMA
MUMBAI
Company Secretaries

Priyanka Jain
Partner
Membership No.: F11881
C. P. No.: 18217
UDIN: F011881G000735551

Date: 08/07/2025
Place: Mumbai

804, 8th Floor, Ashoka Premises, Near Pumphouse
Subway, Gundavali, Andheri (E) Mumbai 400069.
Maharashtra, India.

ZEPTO PRIVATE LIMITED

(Formerly Known Kiranakart Technologies Private Limited)

Regd. Office: Hiranandani Lighthall, A Wing, 6th Floor, Saki Vihar Road, Andheri East, Mumbai – 400072, Maharashtra, India.
CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

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	Zepto Property Management Private Limited	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, 2023, to March 31, 2025	October 22, 2024 to March 31, 2024	November 04, 2024 to March 31, 2024	November 18, 2024 to March 31, 2024	January 10, 2025 to March 31, 2024
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)	10,36,570	2,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
7. Reserves & surplus	(1,284.04)	(6,229.25)	(0.18)	(0.17)	(0.08)
8. Total assets	1,100.15	6,130.78	10.06	10.06	10.06
9. Total Liabilities	2,383.15	12,340.03	0 .24	0.23	0.14
10. Investments	-	-	-	-	-
11. Turnover	18,406.02	1,147.92	-	-	-
12. Loss before taxation	(2,733.69)	(9,663.04)	(0.18)	(0.17)	(0.08)
13. Provision for taxation	-	-	-	-	-
14. Loss after taxation	(2,733.69)	(9,663.04)	(0.18)	(0.17)	(0.08)

ZEPTO PRIVATE LIMITED

15. Proposed Dividend	0	0	0	0	0
16. Extent of shareholding (in %)	100	100	100	100	100

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

2. Names of subsidiaries which have been liquidated or sold during the year (if any) – None.

Date: 09.07.2025
Place: Bengaluru

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

Palicha

AADIT KAVIT PALICHA
DIRECTOR
DIN: 10904332

Vohra

KAIVALYA VOHRA
DIRECTOR
DIN: 09298721

ZEPTO PRIVATE LIMITED

ZEPTO PRIVATE LIMITED

(Formerly Known Kiranakart Technologies Private Limited)

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

CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

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: **NA**

Date: 09.07.2025

Place: Bengaluru

FOR ZEPTO PRIVATE LIMITED

(Formerly known as Kiranakart Technologies Private Limited)

Palicha

AADIT KAVIT PALICHA
DIRECTOR
DIN: 10904332

KAIVALYA VOHRA
DIRECTOR
DIN: 09298721

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CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

ANNEXURE-2

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	Transaction During 2024-25	188(1)(d)	12-03-2025	114.50
Kiranakart Wholesale Private Limited (Wholly owned subsidiary company)	Income from services	Transaction During 2024-25	188(1)(d)	12-03-2025	29.35
Zepto Marketplace Private Limited (Wholly owned subsidiary company)	Advertisement fee	Transaction During 2024-25	188(1)(d)	12-03-2025	75.00
Zepto Marketplace Private Limited (Wholly owned	Sale of platform business	Transaction During 2024-25	188(1)(b)	12-03-2025	15,374.00

ZEPTO PRIVATE LIMITED

subsidiary company)					
Zepto Marketplace Private Limited (Wholly owned subsidiary company)	Sale of user database	Transaction During 2024-25	188(1)(b)	12-03-2025	4,686.82
Zepto Marketplace Private Limited (Wholly owned subsidiary company)	Administrative support services	Transaction During 2024-25	188(1)(d)	12-03-2025	108.83
Modulus Hospitality Services LLP (Entity where relative of Director is having control)	Services received	Transaction During 2024-25	188(1)(d)	-	3.93
Mr. Jaideep Vohra (Relative of Director)	Services received	Transaction During 2024-25	188(1)(d)	-	0.08

Date: 09.07.2025
Place: Bengaluru

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

AADIT KAVIT PALICHA
DIRECTOR
DIN: 10904332

KAIVALYA VOHRA
DIRECTOR
DIN: 09298721

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CIN: U46909MH2020PTC351339 | Email: cosec@zeptonow.com |

ANNEXURE-3

Format for the Annual Report on CSR Activities to be Included in the Board's Report For Financial Year 2024-2025

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:** N.A

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:** N.A

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

ZEPTO PRIVATE LIMITED

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 Sched	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in	Amount spent in the current financi	Amount transferred to Unspent CSR Account for the	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				Stat	Distri						Na	CSR

		ule VII to the Act.		**e.**	**ct.**		**Rs.).**	**al Year (in Rs.).**	**project as per Section 135(6) (in Rs.).**		**me**	**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: 09.07.2025
Place: Bengaluru

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

AADIT KAVIT PALICHA
DIRECTOR
DIN: 10904332

KAIVALYA VOHRA
DIRECTOR
DIN: 09298721

ZEPTO PRIVATE LIMITED

Annexure 4

Sr no.	Particulars	Zepto Share Option Plan I ("ESOP Plan")
1	Options granted	30,66,87,373
2	Options vested	32,03,85,542
3	Options exercised	Nil
4	The total number of shares arising as a result of exercise of option	Nil
5	Options lapsed/cancelled	8,56,02,248
6	The exercise price	INR 5
7	Variation of terms of options	Nil
8	Money realized by exercise of options	Nil
9	Total number of options in force/Outstanding	77,69,27,993
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

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

ZEPTO PRIVATE LIMITED

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 Private Limited (formerly Kiranakart Technologies Private Limited).

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zepto Private Limited (formerly Kiranakart Technologies Private Limited) ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2025, the standalone Statement of Profit and Loss, including the Statement of 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.

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, 2025, its loss including other comprehensive loss, 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 47 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 the Statement of 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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2025;

   (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:

S.R. Batliboi & Associates LLP Bengaluru

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer note 30(ii) to the standalone financial statements;

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;

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 inventory management, revenue management, payout calculation, management of indirect taxes, payroll 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 47 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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXNJ5081

S. R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: July 9, 2025

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

Re: Zepto Private Limited (formerly 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, 2025.

(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, 2025 and there were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.

(b) As disclosed in note 14 (i) to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions 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 unaudited books of accounts of the Company.

(iii) (a) During the year, the Company has provided loans aggregating to Rs. 16,727.95 million to it's wholly owned subsidiary companies and the balance outstanding as at March 31, 2025 is Rs. 84.90 million. 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.

(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.

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Bengaluru

(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 8(v) to the standalone financial statements, the Company has granted loans, repayable on demand aggregating to Rs. 16,727.95 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 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) The Company is regular in depositing with appropriate authorities 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 applicable to it.

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.

(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 (₹ 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)
Income Tax Act,1961	Income tax	366.22	FY 2022-23	Commissioner of Income-tax (Appeals)
Income Tax Act,1961	Income tax	28.83	FY 2021-22	Commissioner of Income-tax (Appeals)
Income Tax Act,1961	Income tax	40.87	FY 2023-24	Commissioner of Income-tax (Appeals)

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Name of the statute	Nature of the dues	Amount (₹ millions)	Period to which the amount relates	Forum where the dispute is pending
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.

(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 shares and 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 119,069.67 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 119,069.67 million, of which Rs 72,580.51 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.

(c) 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.

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(xiii) Transactions with the related parties are in compliance with sections 188 of Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company.

(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 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. 31,050.17 million in the current year and amounting to Rs. 10,646.31 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.

(xix) On the basis of the financial ratios disclosed in note 38 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.

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(xx) (a) 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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXNJ5081

S. R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: July 9, 2025

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Zepto Private Limited (formerly 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 Private Limited (formerly Kiranakart Technologies Private Limited) (the "Company") as of March 31, 2025 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 Companies Act, 2013.

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.

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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, 2025, 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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXNJ5081

S. R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Balance Sheet as at March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment (net)	4	8,905.83	1,457.05
Capital work-in-progress	5	44.18	2.23
Right-of-use (ROU) assets	6	20,674.01	3,169.13
Intangible assets (net)	7	40.33	53.53
Financial assets			
Investments	8(i)	1,550.63	1.00
Other financial assets	8(vi)	5,762.62	489.11
Income tax assets (net)	9	668.90	114.81
Other non-current assets	10	177.93	57.27
Total non-current assets		**37,824.43**	**5,344.13**
Current assets			
Inventories	11	5,994.13	1,228.70
Financial assets			
Investments	8(i)	43,719.91	-
Trade receivables	8(ii)	17,581.51	3,039.56
Cash and cash equivalents	8(iii)	1,595.88	13,650.81
Bank balances other than cash and cash equivalents	8(iv)	3,971.43	2,890.00
Loans	8(v)	84.90	-
Other financial assets	8(vi)	28,875.58	206.05
Other current assets	10	5,182.34	2,310.52
Total current assets		**107,005.68**	**23,325.64**
Total assets		**144,830.11**	**28,669.77**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	12,582.51	-
Share suspense account	12	-	56,681.42
Instruments entirely equity in nature	12	63,105.89	-
Other equity	13	23,621.13	(39,462.06)
Total equity		**99,309.53**	**17,219.36**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14(i)	-	647.14
Lease liabilities	14(ii)	18,030.34	2,691.34
Provisions	16	224.15	125.11
Total non-current liabilities		**18,254.49**	**3,463.59**
Current liabilities			
Financial liabilities			
Borrowings	14(i)	-	1,069.00
Lease liabilities	14(ii)	3,445.00	729.80
Trade payables	14(iii)		
Total outstanding dues of micro enterprises and small enterprises		4,600.02	755.37
Total outstanding dues of creditors other than micro enterprises and small enterprises		14,936.33	4,706.34
Other financial liabilities	14(iv)	2,944.97	296.86
Other current liabilities	15	995.61	187.43
Provisions	16	301.35	164.50
Current tax liabilities (net)	34	42.81	77.52
Total current liabilities		**27,266.09**	**7,986.82**
Total liabilities		**45,520.58**	**11,450.41**
Total equity and liabilities		**144,830.11**	**28,669.77**
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 number: 101049W/E300004

per Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

S. R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

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

Aadit Palicha
Director
DIN: 10904332
Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721
Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No. 32106
Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	17	91,649.90	41,341.32
Other income	18	5,037.69	897.82
Total income (i)		**96,687.59**	**42,239.14**
EXPENSES			
Purchase of traded goods	19	81,746.52	31,523.44
Change in inventories of traded goods	20	(4,765.43)	348.63
Delivery and handling expense	21	16,048.78	5,809.24
Employee benefits expense	22	10,960.24	4,248.57
Finance costs	23	1,342.04	566.02
Depreciation and amortisation expense	24	3,917.77	1,209.80
Other expenses	25	27,491.88	10,562.76
Total expenses (ii)		**136,741.80**	**54,268.46**
Loss before exceptional items and tax [(iii) = (i) - (ii)]		**(40,054.21)**	**(12,029.32)**
Exceptional items (iv)	26	6,492.43	-
Loss before tax [(v) = (iii) - (iv)]		**(33,561.78)**	**(12,029.32)**
Income tax expense			
Current tax	34	42.81	77.52
Deferred tax		-	-
Total tax expense (vi)		**42.81**	**77.52**
Loss for the year [(vii) = (v) - (vi)]		**(33,604.59)**	**(12,106.84)**
Other comprehensive income ('OCI'), net of tax			
Items that will not be reclassified to profit or loss in subsequent years:			
Re-measurement loss on defined benefit plans	36(b)	(68.21)	(39.82)
Other comprehensive loss for the year, net of tax (viii)		**(68.21)**	**(39.82)**
Total comprehensive loss for the year, net of tax [(ix) = (vii) + (viii)]		**(33,672.80)**	**(12,146.66)**
Loss per equity share of face value ₹ 5 each (March 31, 2024: ₹ 5 each)	27		
Basic and diluted earnings (₹ per share)		(2.65)	(1.15)
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 number: 101049W/E300004

Ashish Garg

per Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

S.R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

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

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No. 32106

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

a) Equity share capital (refer note 12)

Issued, subscribed and fully paid up share capital	**No. of shares**	**Amount**
i) Equity shares of ₹ 5 each (March 31, 2024: ₹ 10 each)		
As at April 1, 2023	**8,428,314**	**84.28**
Add: Issue of equity shares	1,083,102	10.83
Less: Cancellation of equity shares on account of common control transaction	(9,511,416)	(95.11)
As at March 31, 2024	-	-
Add: Issue of equity shares	3,380,209	33.80
Add: Issue of bonus shares	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**

ii) Instruments entirely equity in nature (refer note 12)	**No. of shares**	**Amount**
0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each		
As at April 1, 2023	-	-
Add: Issued during the year	-	-
As at March 31, 2024	-	-
Add: Issued 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**
0.01% Optionally Convertible Redeemable Preference Shares ('OCRPS') of ₹ 10 each		
As at April 1, 2023	-	-
0.01% Series A optionally convertible redeemable preference shares	8,182	-
0.01% Series B optionally convertible redeemable preference shares	16,364	-
Add: Issued during the year	-	-
As at March 31, 2024	**24,546**	-
Add: Reclassified during the year (refer note 14 (i)(D))		
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**
Total		
As at March 31, 2024	**24,546**	-
As at March 31, 2025	**6,292,582,669**	**63,105.89**

b) Share suspense account (refer note 12)

i) Equity shares of ₹ 5 each		
As at April 1, 2023	**2,489,984,198**	**12,449.92**
Add: Addition on account of common control transaction	-	-
As at March 31, 2024	**2,489,984,198**	**12,449.92**
Add: Addition 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	-	-
ii) Instruments entirely equity in nature (0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each)		
As at April 1, 2023	**3,438,826,262**	**34,388.27**
Add: Addition on account of common control transaction	984,323,118	9,843.23
As at March 31, 2024	**4,423,149,380**	**44,231.50**
Add: Addition 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	-	-
Total		
As at March 31, 2024	**6,913,133,578**	**56,681.42**
As at March 31, 2025	-	-

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S.R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

c) Other equity (refer note 13)

Particulars	Attributable to the shareholders of the Company							
	Reserves and surplus		Items of other comprehensive income	Foreign currency translation reserve	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Total
	Retained earnings	Securities premium	Re-measurement gain/ (loss) on defined benefit plans					
Balance as at April 1, 2023 (as reported earlier)	**(16,635.36)**	**23,014.16**	**4.32**	-	-	-	-	**6,383.12**
Effect of common control transaction (refer note 41)	(90.19)	(23,014.16)	-	312.29	(21,553.01)	385.95	-	(43,959.12)
Balance as at April 1, 2023 (adjusted)	**(16,725.55)**	-	**4.32**	**312.29**	**(21,553.01)**	**385.95**	-	**(37,576.00)**
Loss for the year	(12,106.84)	-	-	-	-	-	-	(12,106.84)
Other comprehensive income	-	-	(39.82)	-	-	-	-	(39.82)
Total comprehensive income	**(12,106.84)**	-	**(39.82)**	-	-	-	-	**(12,146.66)**
Issue of equity shares	-	12,484.17	-	-	-	-	-	12,484.17
Cancellation of securities premium	-	(12,484.17)	-	-	-	-	-	(12,484.17)
Share issue expenses	(262.56)	-	-	-	-	-	-	(262.56)
Reserves arising on account of common control transaction	-	-	-	141.95	9,625.87	755.34	-	10,523.16
Balance as at March 31, 2024	**(29,094.95)**	-	**(35.50)**	**454.24**	**(11,927.14)**	**1,141.29**	-	**(39,462.06)**
Balance as at April 1, 2024	**(29,094.95)**	-	**(35.50)**	**454.24**	**(11,927.14)**	**1,141.29**	-	**(39,462.06)**
Loss for the year	(33,604.59)	-	-	-	-	-	-	(33,604.59)
Other comprehensive income	-	-	(68.21)	-	-	-	-	(68.21)
Total comprehensive income	**(33,604.59)**	-	**(68.21)**	-	-	-	-	**(33,672.80)**
Issue of equity shares	-	89,488.54	-	-	-	-	-	89,488.54
Issue of CCPS	-	31,493.28	-	-	-	-	-	31,493.28
Utilisation for bonus issue	-	(70,903.94)	-	-	-	-	-	(70,903.94)
Cancellation of securities premium	-	(18,584.60)	-	-	-	-	-	(18,584.60)
Share issue expenses	(89.84)	(54.38)			-	-	-	(144.22)
Fair value of share warrant	-	-	-	-	-	-	32.21	32.21
Capital contribution from shareholder (refer note 25)	-	-	-	-	-	-	132.77	132.77
Premium towards OCRPS reclassification	-	67.26	-	-	-	-	-	67.26
Reserves arising on account of common control transaction	-	-	-	(65.90)	62,243.11	2,358.29	-	64,535.50
Share based payment expense	-	-	-	-	-	639.19	-	639.19
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 reserves (refer note 41)	58,967.88	(31,506.16)	-	-	(27,461.72)	-	-	-
Balance as at March 31, 2025	**(3,821.50)**	-	**(103.71)**	-	**23,242.59**	**4,138.77**	**164.98**	**23,621.13**

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 number: 101049W/E300004

per Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

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

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No. 32106

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities			
Loss before tax as per statement of profit and loss		**(33,561.78)**	**(12,029.32)**
Adjustments to reconcile loss before tax to net cash flows:			
Depreciation and amortization expenses		3,917.77	1,209.80
Interest income		(3,248.01)	(742.69)
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		(840.45)	(126.10)
Fair value gain on mutual fund units		(776.86)	-
Gain on termination of lease contracts		(53.34)	(24.52)
Interest on borrowings		92.14	175.69
Interest on lease liabilities		1,246.64	366.71
Share based payment expense		2,561.80	755.34
Provision for doubtful debts and advances		54.23	26.44
Gratuity expenses		99.42	47.96
Compensated absences expenses		272.38	114.58
Fair value loss on financial instruments		233.03	79.82
Fair value loss on forward contracts		8.06	
Fair value of share warrant		32.21	-
Sundry assets written off		63.04	-
Loss on disposal of property, plant and equipment		-	0.17
Operating loss before working capital adjustments		**(36,963.33)**	**(10,146.12)**
Working capital adjustments:			
Increase in trade payables		16,339.97	1,919.23
Increase/ (decrease) in provisions		(48.23)	(21.82)
Increase/ (decrease) in other financial liabilities		1,211.46	(539.07)
Increase/ (decrease) in other current liabilities		808.18	(1.52)
Increase in other financial assets		(4,614.45)	49.60
Increase in other assets		(2,870.16)	(524.98)
Increase in trade receivables		(14,606.23)	(2,331.29)
(Increase)/ decrease in inventories		(4,765.43)	348.63
Cash used in operating activities before taxes		**(45,508.22)**	**(11,247.34)**
Income tax paid (net of refund)		(631.61)	(0.60)
Net cash used in operating activities (A)		**(46,139.83)**	**(11,247.94)**
Cash flow from investing activities			
Purchase of property, plant and equipment (including capital work in progress, intangible assets, capital advances and payable for capital goods)		(7,536.99)	(951.45)
Payment for acquiring ROU assets		(69.52)	(21.12)
Investment in subsidiary		(1,539.63)	-
Loan (given) to subsidiary		(16,727.95)	4.66
Loan repaid by subsidiary		16,643.05	-
Interest received		1,575.66	686.81
(Investments in) / redemption from bank deposits (net)		(24,063.06)	3,150.99
Proceeds from mutual fund units		108,998.29	874.37
Investments in mutual fund units		(131,160.54)	-
Investments in commercial paper		(19,940.35)	-
Net cash (used in)/ generated from investing activities (B)		**(73,821.04)**	**3,744.26**

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S. R. Batliboi & Associates LLP
Bengaluru

ZEPTO PRIVATE LIMITED

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

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Gratuity expenses		99.42	47.96
Compensated absences expenses		272.38	114.58
Fair value loss on financial instruments		233.03	79.82
Fair value loss on forward contracts		8.06	
Fair value of share warrant		32.21	-
Sundry assets written off		63.04	-
Loss on disposal of property, plant and equipment		-	0.17
Operating loss before working capital adjustments		**(36,963.33)**	**(10,146.12)**
Working capital adjustments:			
Increase in trade payables		16,339.97	1,919.23
Increase/ (decrease) in provisions		(48.23)	(21.82)
Increase/ (decrease) in other financial liabilities		1,211.46	(539.07)
Increase/ (decrease) in other current liabilities		808.18	(1.52)
Increase in other financial assets		(4,614.45)	49.60
Increase in other assets		(2,870.16)	(524.98)
Increase in trade receivables		(14,606.23)	(2,331.29)
(Increase)/ decrease in inventories		(4,765.43)	348.63
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Net cash used in operating activities (A)		**(46,139.83)**	**(11,247.94)**
Cash flow from investing activities			
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Payment for acquiring ROU assets		(69.52)	(21.12)
Investment in subsidiary		(1,539.63)	-
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Loan repaid by subsidiary		16,643.05	-
Interest received		1,575.66	686.81
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Proceeds from mutual fund units		108,998.29	874.37
Investments in mutual fund units		(131,160.54)	-
Investments in commercial paper		(19,940.35)	-
Net cash (used in)/ generated from investing activities (B)		**(73,821.04)**	**3,744.26**

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S.R. Batliboi & Associates LLP
Bengaluru

ZEPTO PRIVATE LIMITED

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from financing activities			
Proceeds from issue of equity shares on account of common control transaction		264.25	-
Proceeds from issue of CCPS		31,503.23	-
Proceeds from issue of CCPS on account of common control transaction		80,795.56	19,469.10
Share issue expenses		(144.22)	(262.56)
Proceeds from OCRPS		67.47	-
Repayment of non-convertible debentures		(971.95)	(237.30)
Proceeds from borrowings		-	664.34
Repayment of borrowings		(664.34)	-
Interest paid on borrowings		(92.14)	(175.69)
Principal payment of lease liabilities		(1,605.28)	(487.18)
Interest payment of lease liabilities		(1,246.64)	(366.71)
Net cash generated from financing activities (C)		**107,905.94**	**18,604.00**
Net (decrease)/ increase in cash and cash equivalents (A+B+C)		**(12,054.93)**	**11,100.32**
Cash and cash equivalents at the beginning of the year		13,650.81	186.19
Cash and cash equivalents acquired on account of common control transactions		-	2,364.30
Cash and cash equivalents at the end of the year	8(iii)	**1,595.88**	**13,650.81**
Non-cash investing activities			
Additions of ROU assets		20,474.82	2,208.95
Net gain arising on financial assets measured at FVTPL		776.86	-

Note:
The 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 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 Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

S.R. Batliboi & Associates LLP Bengaluru

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

ZEPTO PRIVATE LIMITED

Aadit Palicha	**Kaivalya Vohra**	**Samad Iqbal Shariff**
Director	Director	Company Secretary
DIN: 10904332	DIN: 09298721	Membership No. 32106
Place: Bengaluru	Place: Bengaluru	Place: Bengaluru
Date: July 9, 2025	Date: July 9, 2025	Date: July 9, 2025

1. Corporate information

The Company is a private company domiciled in India and was incorporated on December 5, 2020 under the provisions of the Companies Act, 2013. The Company name changed to 'Zepto Private Limited' from April 16, 2025. The registered office of the Company is located at 4th Floor, Wework Chromium Powai, Jogeshwari Vikhroli Link Rd, Raje Sambhaji Nagar, Marol, Andheri East, Mumbai, Maharashtra- 400 076.

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.zeptonow.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 41 to the standalone financial statements for the year ended March 31, 2025.

As a part of an internal restructuring pursuant to the Business Transfer Agreement ("BTA") executed on March 20, 2025 between Zepto Private 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, 2025.

The standalone financial statements were approved for issue in accordance with a resolution of the directors on July 9, 2025.

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 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 ₹ 33,604.59 for the year ended March 31, 2025 (March 31, 2024: ₹ 12,106.84), its current assets exceeded its current liabilities by ₹ 79,739.59 (March 31, 2024: ₹ 15,338.82). The board of directors have considered the financial position of the Company as at March 31, 2025, 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 appropriate long-term cash resources are in place at the date of

S.R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

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 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 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.

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ZEPTO PRIVATE LIMITED

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

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ZEPTO PRIVATE LIMITED

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 fair value 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).

- ***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.

➢ *Rights 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.

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ZEPTO PRIVATE LIMITED

(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 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 rights 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.

- ***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 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:

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Zepto Private Limited

- When the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, 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 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 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.

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 statement of profit and loss as incurred.

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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.

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 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	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 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 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 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 statement of profit and loss when the asset is derecognised.

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Intangible assets are amortised on straight line basis over a period of 5 years, which is estimated to be the useful life of the asset.

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.

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.

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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.

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 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 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 statement of profit and loss net of any reimbursement.

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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 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.

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") for every employee who has completed 5 years or more of service on departure at 15 days salary (last drawn salary). 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 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

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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 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 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 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 or 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.

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.

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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.

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.

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. 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 trade receivables, deposits with banks and loan to subsidiary included under current financial assets.

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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 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 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 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 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.

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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 8(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.

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 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 statement of profit and loss. This category generally applies to loans and borrowings. For more information refer note 14(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 statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset with the net amount reported in the 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 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 period 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

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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 balance sheet and the 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.

u. Earnings per share

Basic EPS is calculated by dividing the net profit or loss for the period 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 period 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 period 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.

v. 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 financial statements. The Company will adjust the amounts recognised in its 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

(i) Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated August 12, 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

• A specific adaptation for contracts with direct participation features (the variable fee approach)
• A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 does not have material impact on the Company's separate financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

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The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendments do not have a material impact on the Company's financial statements.

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 36 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

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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 37.

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.

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.

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k) Exceptional items

The Company considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Company's financial performance. This includes cost pertaining to stamp duty paid in relation with the common control transaction. To provide a better understanding of the underlying results of the year, exceptional items are reported separately in the statement of profit and loss.

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 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.

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Notes to Standalone Financial Statements as at and for the year ended March 31, 2025
(All amounts are in ₹ million unless otherwise stated)

4. Property, plant and equipment

Particulars	Computers including computer servers	Furniture and fixtures	Office equipments	Electrical installations and equipments	Lease hold improvements	Motor vehicles	Total
Cost							
As at April 1, 2023	**268.36**	**315.05**	**124.40**	**377.23**	**265.04**	**2.07**	**1,352.15**
Additions during the year	145.37	256.37	156.34	265.63	55.33	2.70	881.74
Disposals during the year	(1.67)	-	-	(1.64)	-	-	(3.31)
As at March 31, 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**
Accumulated depreciation							
As at April 1, 2023	**79.33**	**61.19**	**18.01**	**67.49**	**61.44**	-	**287.46**
Charge for the year	105.10	109.04	59.24	125.15	87.85	0.84	487.22
Disposals for the year	(0.76)	-	-	(0.39)	-	-	(1.15)
As at March 31, 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**
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, 2024	**228.39**	**401.19**	**203.49**	**448.97**	**171.08**	**3.93**	**1,457.05**

Notes:

(i) The Company did not hold any immovable property during the year ended March 31, 2025 and March 31, 2024.

(ii) The Company had pledged all movable assets to secure the borrowings of the Company (Refer note 14(i))

(iii) Refer note 30 for capital commitments.

5. Capital work-in-progress

Particulars	Amount
Cost	
As at April 1, 2023	**1.87**
Additions during the year	2.23
Capitalized during the year	(1.87)
As at March 31, 2024	**2.23**
Additions during the year	44.18
Capitalized during the year	(2.23)
As at March 31, 2025	**44.18**

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
Projects temporarily suspended	-	-	-	-	-
Total	**44.18**	-	-	-	**44.18**
As at March 31, 2024					
Projects-in-progress	2.23	-	-	-	2.23
Projects temporarily suspended	-	-	-	-	-
Total	**2.23**	-	-	-	**2.23**

(i) The capital work-in-progress constitutes development expenses of leasehold improvements of the store/ 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.

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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, 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. 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 with respect to short term leases.

Particulars	Buildings	Total
Cost		
As at April 1, 2023	**2,375.24**	**2,375.24**
Additions during the year*	2,208.95	2,208.95
Deletions/ derecognition during the year	(331.49)	(331.49)
As at March 31, 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**
Accumulated depreciation		
As at April 1, 2023	**494.19**	**494.19**
Charge for the year	710.68	710.68
Deletions/ derecognition during the year	(121.30)	(121.30)
As at March 31, 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**
Net book value		
As at March 31, 2025	**20,674.01**	**20,674.01**
As at March 31, 2024	**3,169.13**	**3,169.13**

* Includes prepaid rent arising from discounting of refundable security deposits of ₹ 382.01 million during the year (March 31, 2024: ₹ 50.74 million).

7. Intangible assets

Particulars	Softwares	Total
Cost		
As at April 1, 2023	**26.41**	**26.41**
Additions during the year	39.58	39.58
Disposals during the year	-	-
As at March 31, 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**
Accumulated amortisation		
As at April 1, 2023	**0.56**	**0.56**
Charge for the year	11.90	11.90
Disposals during the year	-	-
As at March 31, 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**
Net book value		
As at March 31, 2025	**40.33**	**40.33**
As at March 31, 2024	**53.53**	**53.53**

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8. Financial assets

(i) Investments

(a) Non-current	As at March 31, 2025	As at March 31, 2024
Unquoted - carried at cost		
Investment in subsidiaries		
Kiranakart Wholesale Private Limited		
103,657 equity shares of ₹ 10 each (March 31, 2024: 100,000 equity shares of ₹ 10 each) fully paid-up*	1,500.63	1.00
Zepto Marketplace Private Limited		
2,000,000 equity shares of ₹ 10 each (March 31, 2024: Nil) fully paid-up (also refer note 42)	20.00	-
Zepto Property Management Private Limited		
1,000,000 equity shares of ₹ 10 each (March 31, 2024: Nil) fully paid-up	10.00	-
Kiranakart Software Solutions Private Limited		
1,000,000 equity shares of ₹ 10 each (March 31, 2024: Nil) fully paid-up	10.00	-
Zepto Commerce Private Limited		
1,000,000 equity shares of ₹ 10 each (March 31, 2024: Nil) fully paid-up	10.00	-
Total	1,550.63	1.00
Aggregate value of unquoted investments	1,550.63	1.00
Aggregate amount of impairment in value of investments	-	-

*During the year, the Company has invested 3,657 shares (March 31, 2024: 100,000 shares) in its subsidiary, Kiranakart Wholesale Private Limited at a price of ₹ 410,071 per share (March 31, 2024: ₹ 10 per share) based on independent valuation report obtained by the subsidiary.

(b) Current	As at March 31, 2025	As at March 31, 2024
Quoted - measured at fair value through profit or loss (FVTPL)		
Investment in mutual funds	23,779.57	-
Unquoted - carried at amortised cost		
Investment in commercial papers	19,940.34	-
Total	43,719.91	-

Investments measured at fair value through profit and loss account

Quoted
Investments in mutual funds

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
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	-	-
Kotak Liquid Fund Direct Growth	124,469	652.14	-	-
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	-	-
Axis Liquid Fund Direct Growth	132,143	381.05	-	-
Tata Corporate Bond Fund Direct Growth	29,913,394	369.80	-	-
Axis NBFC Index - Fund Direct Growth	24,998,750	260.85	-	-
Aditya Birla Sun Life Financial Services Debt Index Fund Direct Growth	24,998,750	255.75	-	-
Franklin India Liquid Fund Direct Growth	46,363	180.66	-	-
Mirae Asset Liquid Fund Direct Growth	59,616	163.32	-	-
HSBC Money Market Fund Direct Growth	5,946,907	161.48	-	-
Edelweiss Liquid Fund Direct Growth	47,911	160.56	-	-
Nippon India Financial Services - Index Fund Direct Growth	14,999,250	155.40	-	-
Aditya Birla Sun Life Financial Services Index Fund Direct Growth	11,479,909	118.40	-	-
Axis Bond Financial Services - Index Fund Direct Growth	9,999,500	102.96	-	-
HDFC Liquid Fund Direct Growth	19,668	100.18	-	-
DSP Liquidity Fund Direct Growth	27,008	100.15	-	-
Franklin India Money Market Direct Growth	1,968,386	100.05	-	-
Edelweiss Financial Services - Index Fund Direct Growth	8,999,550	92.61	-	-
Baroda BNP Money Market Fund Direct Growth	43,762	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	-	-
Aditya Birla Sunlife Liquid Fund Direct Growth	119,608	50.08	-	-
HSBC Liquid Fund Direct Growth	19,379	50.08	-	-
Groww Liquid Fund Direct Growth	8,390	21.09	-	-
HDFC Money Market Fund Direct Growth	3,500	20.01	-	-
		23,779.57		-

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8. Financial assets (continued)

(i) Investments (continued)

Investments carried at amortised cost

Unquoted
Investments in commercial paper

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
Piramal Enterprises Limited	10,000	4,838.96	-	-
IIFL Finance Limited	8,000	3,917.79	-	-
Nuvama Clearing Services Limited	6,000	2,899.85	-	-
Julius Baer Capital (India) Private Limited	5,000	2,455.77	-	-
Indostar Capital Finance Limited	3,000	1,481.03	-	-
Incred Financial Services Limited	2,400	1,172.16	-	-
Nuvama Wealth & Investment Limited	2,000	986.21	-	-
Angel One Limited	2,020	978.59	-	-
Arka Fincap Limited	1,500	725.94	-	-
Yes Securities (India) Limited	1,000	484.04	-	-
		19,940.34		-
Aggregate amount of quoted investments and book value thereof		23,002.71		
Aggregate amount of quoted investments and market value thereof		23,779.57		-
Aggregate amount of unquoted investments		19,940.34		-
Aggregate amount of impairment in value of investments		-		-

(ii) Trade receivables
Carried at amortised cost

	As at March 31, 2025	As at March 31, 2024
Trade receivables - unsecured, considered good	17,581.51	3,039.56
Trade receivables - credit impaired	64.27	-
	17,645.78	3,039.56
Impairment allowance (allowance for doubtful debts)		
Trade receivables - credit impaired	(64.27)	-
Total	17,581.51	3,039.56

Trade receivables ageing schedule:

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables - considered good	1,076.80	13,156.96	3,347.75	-	-	-	-	17,581.51
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 bad and doubtful debts	-	-	-	(63.49)	(0.78)	-	-	(64.27)
Total trade receivables	**1,076.80**	**13,156.96**	**3,347.75**	-	-	-	-	**17,581.51**

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables - considered good	179.11	2,808.82	51.63	-	-	-	-	3,039.56
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	-
	179.11	**2,808.82**	**51.63**	-	-	-	-	**3,039.56**
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	-
Total trade receivables	**179.11**	**2,808.82**	**51.63**	-	-	-	-	**3,039.56**

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 30 days' term.

c) There are no disputed trade receivables as at March 31, 2025 and March 31, 2024.

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8. Financial assets (continued)

(iii) Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Balances with banks :		
- on current accounts	35.56	5,482.73
- Deposits with original maturity of less than three months	1,560.32	8,168.08
	1,595.88	**13,650.81**

Note:

(a) 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.

(b) The Company pledges its short-term deposits in order to fulfil the collateral requirements for the term loan. As at March 31, 2025, the fair values of the short-term deposits pledged were Nil (March 31, 2024: ₹ 300.00 million).

(iv) Bank balances other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Deposits with original maturity of more than 3 months and less than 12 months*	3,971.43	2,890.00
Total	**3,971.43**	**2,890.00**

*Includes margin money deposit of ₹ 730.01 million (March 31, 2024: ₹ 1,160.00 million) placed as a lien with banks as security for guarantees/ borrowing facilities.

(v) Loans - current
Carried at amortised cost

	As at March 31, 2025	As at March 31, 2024
Unsecured - considered good		
Loan to subsidiary* (refer note 29)	84.90	-
	84.90	**-**

*This pertains to loan given to wholly owned subsidiary - Kiranakart Wholesale Private Limited, which is repayable on demand at an interest rate of 9.25% (March 31, 2024: 13.75%) for working capital requirements.

(vi) Other financial assets
Carried at amortised cost

	Non-Current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Security deposits	1,532.90	409.94	141.41	-
Receivables from related parties (refer note 29)	-	-	8,007.93	-
Bank deposits with original maturity of more than 12 months*				
- remaining maturity of less than 12 months	-	-	20,659.45	206.05
- remaining maturity of more than 12 months	4,229.72	79.17	-	-
Other financial assets**	-	-	66.79	-
Total	**5,762.62**	**489.11**	**28,875.58**	**206.05**

*Includes margin money deposit of ₹ 22.14 million (March 31, 2024: ₹ 153.96 million) placed as a lien with banks as security for guarantees/ borrowing facilities.
**Other financial assets pertains to amount recoverable from payment gateways/ other receivables from vendors.

9. Income tax assets

	As at March 31, 2025	As at March 31, 2024
Non-current		
Tax deducted at source	668.90	114.81
	668.90	**114.81**

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10. Other assets

	Non-current		Current	
	As at March 31, 2025	**As at March 31, 2024**	**As at March 31, 2025**	**As at March 31, 2024**
Unsecured - considered good				
Capital advances	169.42	57.27	-	-
Balances with statutory/ government authorities	-	-	4,723.15	2,033.14
Prepaid expenses	8.51	-	183.32	20.34
Other advances*	-	-	39.43	1.35
	177.93	**57.27**	**4,945.90**	**2,054.83**
Unsecured, considered doubtful				
Advance to vendors	-	-	338.72	368.01
Less: Provision for doubtful advances	-	-	(102.28)	(112.32)
	-	-	**236.44**	**255.69**
Total	**177.93**	**57.27**	**5,182.34**	**2,310.52**

*Other advances pertains to the amount given for petty cash expenses.

11. Inventories

Valued at lower of cost or net realizable value

	As at March 31, 2025	**As at March 31, 2024**
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	**5,994.13**	**1,228.70**

*Out of total stock-in-trade ₹ 3,782.55 million (March 31, 2024: ₹ 540.27 million) is being held by third parties as on reporting date. The goods-in-transit amounting to ₹ 41.06 million (March 31, 2024: ₹ 42.93 million) included as part of stock-in-trade.

For the year ended March 31, 2025 ₹ 609.59 million (March 31, 2024: ₹ (79.44) million) is recognized as an expense towards inventories carried at net realizable value/ provision for slow moving and non-moving inventories.

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12. Share capital

	As at March 31, 2025	As at March 31, 2024
A) Authorized share capital*		
Equity shares of ₹ 5 each		
24,419,800,000 (March 31, 2024: 19,900,000 equity shares of ₹ 10 each)	122,099.00	199.00
Instruments entirely equity in nature		
Series A1- 657,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	6,570.00	-
Series A2- 207,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	2,070.00	-
Series A3- 143,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	1,430.00	-
Series A4- 2,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	20.00	-
Series A5- 24,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	240.00	-
Series A6- 78,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	780.00	-
Series A7- 20,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	200.00	-
Series B- 587,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	5,870.00	-
Series C- 765,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	7,650.00	-
Series D- 962,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,620.00	-
Series E- 985,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,850.00	-
Series F- 1,379,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	13,790.00	-
Series G- 981,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,810.00	-
1,000,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	10,000.00	-
100,000 (March 31, 2024: 100,000) Optionally Convertible Redeemable Preference Shares of ₹ 10 each	1.00	1.00
Total	**200,000.00**	**200.00**

*During the year, the Company has increased authorised share capital on September 25, 2024 which has been further reorganised on account of common control transaction effective February 4, 2025 (refer note 41).

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

	No. of shares	Amount
I) Equity shares (refer note below)		
As at April 1, 2023	**8,428,314**	**84.28**
Changes during the year		
Add: Issue of equity shares of ₹ 10 each	1,083,102	10.83
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 41)	(9,511,416)	(95.11)
As at March 31, 2024	-	-
Changes during the year		
Add: Issue of equity shares of ₹ 10 each (refer note 1 below)	3,380,209	33.80
Add: Issue of bonus shares of ₹ 10 each (refer note 2 below)	7,090,393,750	70,903.94
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 3 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**

Note:

1) The Company has issued equity shares aggregating to 3,380,209 shares (March 31, 2024: 1,083,102) in accordance with Section 62 of the Companies Act, 2013 to equity shareholders.

2) 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.

3) Pursuant to the scheme of common control transaction being effective, equity shares of face value of ₹ 10 each stands cancelled. (refer note 41).

4) 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.

Terms and rights attached to equity shares

As at March 31, 2024, the Company has 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 41). The Company has equity shares having par value of ₹ 5 per share. 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 equity in nature

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

	No. of shares	Amount
As at April 1, 2023	-	-
Add: Issued during the year	-	-
As at March 31, 2024	-	-
Add: Issued during the year		
Class I D CCPS (partly paid up shares)*	2,383	0.00
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 (refer note 41)		
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 (A)	**6,292,558,123**	**62,925.57**

*Amount rounded off to ₹ millions

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12. 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

The Company has seventeen 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 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.

	No. of shares	Amount
(ii) 0.01% Optionally Convertible Redeemable Preference shares ('OCRPS') of ₹ 10 per share (refer note below)		
As at April 1, 2023		
0.01% Series A optionally convertible redeemable preference shares	8,182	-
0.01% Series B optionally convertible redeemable preference shares	16,364	-
Add: Changes during the year	-	-
As at March 31, 2024	**24,546**	-
Add: Reclassified during the year (refer note 14 (i)(D))		
0.01% Series A OCRPS	8,182	60.11
0.01% Series B OCRPS	16,364	120.21
As at March 31, 2025 (B)	**24,546**	**180.32**
Total (A) + (B)	**6,292,582,669**	**63,105.89**

Terms and rights attached to OCRPS
The Company has two classes of OCRPS having a par value of ₹ 10 per share, Series A & B OCRPS.
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 Agreement and the Articles.
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 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.

Note:
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.
Under the original terms, the OCRPS were redeemable at the earlier to occur of (a) liquidity event at the KKPTE 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 million as of March 31, 2024. The change in fair value of ₹ 79.82 million was recognized as an expense in the Statement of Profit and Loss for the year ended March 31, 2024.
Subsequently, in the current year, 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 million up to the date of new SHA has been recognised as an expense in the statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 million has been reclassified from borrowings to equity instruments to the extent of ₹ 180.32 million and ₹ 67.26 million representing securities premium on the OCRPS has been reclassified to other equity.

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12. Share capital (continued)

(II) Instruments entirely equity in nature (continued)

C) Share suspense account

	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 5 each		
Nil (March 31, 2024: 2,489,984,198) equity shares of ₹ 5 each	-	12,449.92
Subtotal (A)	**-**	**12,449.92**
0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each		
Series A1- Nil (March 31, 2024: 656,005,005) 0.01% CCPS of ₹ 10 each	-	6,560.05
Series A2- Nil (March 31, 2024: 206,615,150) 0.01% CCPS of ₹ 10 each	-	2,066.15
Series A3- Nil (March 31, 2024: 142,112,111) 0.01% CCPS of ₹ 10 each	-	1,421.12
Series A4- Nil (March 31, 2024: 1,912,307) 0.01% CCPS of ₹ 10 each	-	19.12
Series A5- Nil (March 31, 2024: 23,913,808) 0.01% CCPS of ₹ 10 each	-	239.14
Series A6- Nil (March 31, 2024: 77,206,939) 0.01% CCPS of ₹ 10 each	-	772.07
Series A7- Nil (March 31, 2024: 19,130,548) 0.01% CCPS of ₹ 10 each	-	191.31
Series B- Nil (March 31, 2024: 586,132,316) 0.01% CCPS of ₹ 10 each	-	5,861.32
Series C- Nil (March 31, 2024: 764,152,491) 0.01% CCPS of ₹ 10 each	-	7,641.53
Series D- Nil (March 31, 2024: 961,645,587) 0.01% CCPS of ₹ 10 each	-	9,616.46
Series E- Nil (March 31, 2024: 984,323,118) 0.01% CCPS of ₹ 10 each	-	9,843.23
Subtotal (B)	**-**	**44,231.50**
Total (C) = (A) + (B)	**-**	**56,681.42**

(a) Reconciliation of share suspense account at the beginning and at the end of the reporting year

Equity shares of ₹ 5 per share	No. of shares	Amount
As at April 1, 2023	**2,489,984,198**	**12,449.92**
Add: Addition on account of common control transaction	-	-
As at March 31, 2024	**2,489,984,198**	**12,449.92**
Add: Addition 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	-	-

0.01% CCPS of ₹ 10 per share		
As at April 1, 2023	**3,438,826,262**	**34,388.27**
Add: Addition on account of common control transaction	984,323,118	9,843.23
As at March 31, 2024	**4,423,149,380**	**44,231.50**
Add: Addition 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	-	-

(D) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2025		As at March 31, 2024	
Name of shareholder	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 5 each				
Kavit Dilip Palicha	1,210,132,321	48.09%	-	-
Jaideep Vohra	1,008,443,601	40.07%	-	-
Aadit Kavit Palicha	134,459,146	5.34%	-	-
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	522,261,736	79.61%	-	-
Oliver & Lish Jung	40,173,405	6.12%	-	-
Series A2				
Y Combinator ES20, LLC	133,917,575	64.81%	-	-
Contrary ZEP Holdings, LLC	38,262,342	18.52%	-	-
Nexus Ventures VII Holdings, LLC	15,304,687	7.41%	-	-
KiranaKart SPV1 Pte. Ltd.	10,947,215	5.30%	-	-
Series A3				
Rocket Internet Capital Partners II SCS	82,535,506	58.08%	-	-
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	27,328,821	19.23%	-	-
Rocket Internet Capital Partners (Euro) II SCS	26,782,270	18.85%	-	-
Series A4				
Nidhi Manik Trust	1,912,307	100.00%	-	-
Series A5				
Contrary ZEP Holdings, LLC	23,913,808	100.00%	-	-
Series A6				
Oliver & Lish Jung	68,325,166	88.50%	-	-
KiranaKart SPV1 Pte. Ltd.	8,881,773	11.50%	-	-
Series A7				
Crimson Holdings LLC	19,130,548	100.00%	-	-

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12. Share capital (continued)

(D) Details of shareholders holding more than 5% shares in the Company (continued)

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% holding	No. of shares	% holding
Series B				
Glade Brook Private Investors XXXIV LP	311,370,034	53.12%	-	-
Nexus Ventures VI Holdings, LLC	100,606,566	17.16%	-	-
LGF Scale (Mars) Limited [Lachy Groom]	92,718,296	15.82%	-	-
Contrary ZEP Holdings, LLC	29,336,993	5.01%	-	-
Series C				
YCC20, L.P.	277,877,256	36.36%	-	-
LGF Scale (Mars) Limited [Lachy Groom]	194,513,830	25.45%	-	-
Nexus Ventures VI Holdings, LLC	152,831,495	20.00%	-	-
Rocket Internet Capital Partners II SCS	46,154,347	6.04%	-	-
Series D				
YCC20 (India) Ltd.	226,271,089	23.53%	-	-
LGF Scale II (Mars) Limited	169,703,628	17.65%	-	-
Razor Ventures Zepto LLC	124,166,797	12.91%	-	-
Nexus Ventures VI Holdings, LLC	113,134,922	11.76%	-	-
Kaiser Permanente Group Trust	101,821,678	10.59%	-	-
Kaiser Foundation Hospitals	67,880,704	7.06%	-	-
Glade Brook Private Investors XXXIV LP	59,961,309	6.24%	-	-
Oliver Jung [individual capacity]	48,874,654	5.08%	-	-
Series I D (partly paid-up)				
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%	-	-
Nexus Ventures VII Holdings, LLC	209,208,472	21.25%	-	-
Goodwater Infinity III, L.P.	104,604,236	10.63%	-	-
Glade Brook Private Investors XXXIV LP	87,867,807	8.93%	-	-
LGF Scale II (Mars) Limited	83,683,388	8.50%	-	-
Springblue B-III SPV (Z), L.P.	75,314,552	7.65%	-	-
Oliver & Lish Jung	66,945,715	6.80%	-	-
Series F				
StepStone VC Zepto, LLC	357,203,173	25.92%	-	-
Nexus Ventures VII Holdings, LLC	276,769,213	20.08%	-	-
Glade Brook Private Investors XXXIV LP	281,027,086	20.39%	-	-
ZPT Holdings Limited	149,029,289	10.81%	-	-
AZO4 LLC	106,449,314	7.72%	-	-
Avra SPV Z, LLC	80,900,831	5.87%	-	-
Series G				
GC India Investment Holdings - Group XII - Endurance, Ltd.	154,235,846	31.40%	-	-
GC India Investment Holdings - Bear Coast (Ventures), Ltd.	154,235,846	31.40%	-	-
Mars Equity - Dragon Fund	77,117,300	15.70%	-	-
StepStone VC Zepto, LLC	46,270,131	9.42%	-	-
Lightspeed Opportunity Fund II, L.P.	41,643,740	8.48%	-	-
Series I F				
Ramdeo Agarwal	8,642	50.00%	-	-
Vimla Oswal	8,642	50.00%	-	-
Series I G				
Epiq capital II	52,819	5.32%	-	-
Series II G				
Claypond Capital Partners Private Limited	125,747	12.67%	-	-
0.01% OCRPS of ₹ 10 each				
Series A				
Stride Ventures Debt Fund II	8,182	100.00%	-	-
Series B				
Alteria Capital Fund II Scheme 1	16,364	100.00%	-	-

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12. Share capital (continued)

(D) Details of shareholders holding more than 5% shares in the Company (continued)

Share suspense

Name of shareholder	As at March 31, 2025 No. of shares	As at March 31, 2025 % holding	As at March 31, 2024 No. of shares	As at March 31, 2024 % holding
Equity shares of ₹ 5 each				
Kavit Dilip Palicha	-	-	1,210,132,321	48.60%
Jaideep Vohra	-	-	1,008,443,601	40.50%
Aadit Kavit Palicha	-	-	134,459,146	5.40%
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	-	-	522,261,736	79.61%
Oliver & Lish Jung	-		40,173,405	6.12%
Series A2				
Y Combinator ES20, LLC	-	-	133,917,575	64.81%
Contrary ZEP Holdings, LLC	-	-	38,262,342	18.52%
Nexus Ventures VII Holdings, LLC	-	-	15,304,687	7.41%
KiranaKart SPV1 Pte. Ltd.	-	-	10,947,215	5.30%
Series A3				
Rocket Internet Capital Partners II SCS	-	-	82,535,506	58.08%
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	-	-	27,328,821	19.23%
Rocket Internet Capital Partners (Euro) II SCS	-	-	26,782,270	18.85%
Series A4				
Nidhi Manik Trust	-	-	1,912,307	100.00%
Series A5				
Contrary ZEP Holdings, LLC	-	-	23,913,808	100.00%
Series A6				
Oliver & Lish Jung	-	-	68,325,166	88.50%
KiranaKart SPV1 Pte. Ltd.	-	-	8,881,773	11.50%
Series A7				
Crimson Holdings LLC	-	-	19,130,548	100.00%
Series B				
Glade Brook Private Investors XXXIV LP	-	-	311,370,034	53.12%
Nexus Ventures VI Holdings, LLC	-	-	100,606,566	17.16%
LGF Scale (Mars) Limited [Lachy Groom]	-	-	92,718,296	15.82%
Contrary ZEP Holdings, LLC	-	-	29,336,993	5.01%
Series C				
YCC20, L.P.	-	-	277,877,256	36.36%
LGF Scale (Mars) Limited [Lachy Groom]	-	-	194,513,830	25.45%
Nexus Ventures VI Holdings, LLC	-	-	152,831,495	20.00%
Rocket Internet Capital Partners II SCS	-	-	46,154,347	6.04%
Series D				
YCC20 (India) Ltd.	-	-	226,271,089	23.53%
LGF Scale II (Mars) Limited	-	-	169,703,628	17.65%
Razor Ventures Zepto LLC	-	-	124,166,797	12.91%
Nexus Ventures VI Holdings, LLC	-	-	113,134,922	11.76%
Kaiser Permanente Group Trust	-	-	101,821,678	10.59%
Kaiser Foundation Hospitals	-	-	67,880,704	7.06%
Glade Brook Private Investors XXXIV LP	-	-	59,961,309	6.24%
Oliver Jung [individual capacity]	-	-	48,874,654	5.08%
Series E				
StepStone VC Zepto, LLC	-	-	271,134,379	27.55%
Nexus Ventures VII Holdings, LLC	-	-	209,208,472	21.25%
Goodwater Infinity III, L.P.	-	-	104,604,236	10.63%
Glade Brook Private Investors XXXIV LP	-	-	87,867,807	8.93%
LGF Scale II (Mars) Limited	-	-	83,683,388	8.50%
Springblue B-III SPV (Z), L.P.	-	-	75,314,552	7.65%
Oliver & Lish Jung	-	-	66,945,715	6.80%

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12. Share capital (continued)

(E) Details of promoter's shareholding in the Company

	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
Equity shares of ₹ 5 each					
As at March 31, 2025					
Aadit Kavit Palicha	-	134,459,146	134,459,146	5.34%	5.34%
Kaivalya Vohra	-	112,049,289	112,049,289	4.45%	4.45%
Kavit Palicha, as trustee for Lazarus Trust	-	1,210,132,321	1,210,132,321	48.09%	48.09%
Jaideep Vohra, as trustee for The Vohra Trust	-	1,008,443,601	1,008,443,601	40.07%	40.07%
As at March 31, 2024					
Aadit Kavit Palicha	-	-	-	-	-
Kaivalya Vohra	-	-	-	-	-
Share suspense					
Equity shares of ₹ 5 each					
As at March 31, 2025					
Aadit Kavit Palicha	134,459,146	(134,459,146)	-	-	(5.40%)
Kaivalya Vohra	112,049,289	(112,049,289)	-	-	(4.50%)
Kavit Palicha, as trustee for Lazarus Trust	1,210,132,321	(1,210,132,321)	-	-	(48.60%)
Jaideep Vohra, as trustee for The Vohra Trust	1,008,443,601	(1,008,443,601)	-	-	(40.50%)
As at March 31, 2024					
Aadit Kavit Palicha	134,459,146	-	134,459,146	5.40%	-
Kaivalya Vohra	112,049,289	-	112,049,289	4.50%	-
Kavit Palicha, as trustee for Lazarus Trust	1,210,132,321	-	1,210,132,321	48.60%	-
Jaideep Vohra, as trustee for The Vohra Trust	1,008,443,601	-	1,008,443,601	40.50%	-

(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 37.

(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 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.

13. Other equity

	As at March 31, 2025	As at March 31, 2024
Retained earnings	(3,821.50)	(29,094.95)
Securities premium	-	-
Other comprehensive loss	(103.71)	(35.50)
Capital reserve/ (Amalgamation adjustment deficit account)	23,242.59	(11,927.14)
Share based payment reserve	4,138.77	1,141.29
Foreign currency translation reserve	-	454.24
Other reserves	164.98	-
Closing balance	**23,621.13**	**(39,462.06)**
a) Retained earnings		
Opening balance	(29,094.95)	(16,725.55)
Add: Loss for the year	(33,604.59)	(12,106.84)
Add: Share issue expenses	(89.84)	(262.56)
Add: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 41)	58,967.88	-
Closing balance	**(3,821.50)**	**(29,094.95)**
b) Securities premium		
Opening balance	-	-
Add: Issue of equity shares	89,488.54	12,484.17
Add: Issue of CCPS	31,493.28	-
Add: Premium towards OCRPS reclassification	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 41)	(18,584.60)	(12,484.17)
Less: Offset of debit balance of retained earnings with securities premium and capital reserves (refer note 41)	(31,506.16)	-
Closing balance	-	-
c) Other comprehensive income		
Opening balance	(35.50)	4.32
Less: Remeasurement loss on defined benefit plans	(68.21)	(39.82)
Closing balance	**(103.71)**	**(35.50)**

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13. Other equity (continued)

	As at March 31, 2025	As at March 31, 2024
d) Capital reserve/ (Amalgamation adjustment deficit account)		
Opening balance	(11,927.14)	(21,553.01)
Add: Reserves arising on account of common control transaction (refer note 41)	62,243.11	9,625.87
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 reserves	(27,461.72)	-
Closing balance	**23,242.59**	**(11,927.14)**
e) Foreign currency translation reserve		
Opening balance	454.24	312.29
Less: Reserves arising on account of common control transaction (refer note 41)	(65.90)	141.95
Less: Reclassification of FCTR on account of common control transaction	(388.34)	-
Closing balance	**-**	**454.24**
f) Share based payment reserve		
Opening balance	1,141.29	385.95
Add: Reserves arising on account of common control transaction (refer note 41)	2,358.29	755.34
Add: Share based payment expense	639.19	-
Closing balance	**4,138.77**	**1,141.29**
g) Other reserves		
Opening balance	-	-
Add: Fair value of share warrant (refer note 25)	32.21	-
Add: Capital contribution from shareholder (refer note 25 (b))	132.77	-
Closing balance	**164.98**	**-**

Nature and purpose of reserves

Retained earnings
Retained earnings are the profits/ (loss) that the Company has earned/ incurred 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.

Other comprehensive income
This pertains to re-measurement (loss)/ gain on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

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 balance of FCTR as on the appointed date are transferred to the capital reserve (refer note 41).

Capital reserve/ (Amalgamation deficit reserve 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 41). It also includes the FCTR amount pertaining to 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
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 reserve is towards the fair value of the warrant and would be utilised upon exercise of warrant shares. It also includes fair valuation changes on financial instruments (refer note 25).

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14. Financial liabilities

(i) Borrowings

	Non-Current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Secured - carried at amortised cost :				
Non convertible redeemable debentures ('NCD') (refer note (A) below)	-	274.87	-	697.08
Term loan (refer note (B) below)	-	292.42	-	111.92
Working capital loan (refer note (C) below)	-	-	-	260.00
Secured - measured at fair value through profit and loss ('FVTPL'):				
0.01% Series A OCRPS (refer note (D) below)	82.53	26.62		-
0.01% Series B OCRPS (refer note D) below)	165.05	53.23	-	-
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)	-	-	-
	-	**647.14**	-	**1,069.00**

Notes:

A) Non-Convertible Debentures

Series A

On June 30, 2022, Company issued Series A Fund II and III unlisted, secured by total assets, redeemable NCD of face value of ₹ 1,000,000 each. NCD shall carry an interest rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 15.21%.
30 equal monthly installments of principal amount of ₹ 31.22 million commencing from December 2022. However, the same has been fully repaid on May 10, 2024.

Series C

On July 26, 2022, Company issued 2,500 Series C unrated, unlisted, secured by movable fixed assets and current assets, redeemable NCD of face value of ₹ 100,000 each. NCD shall carry a coupon rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 14.61%.

8 equal quarterly installments of principal amount of ₹ 31.25 million commencing from October 2022, accordingly the same has been fully repaid on July 26, 2024.

Series D

On August 1, 2022, Company issued 5000 Series D unlisted, secured by movable fixed assets and current assets, redeemable NCD of face value of ₹ 100,000 each. NCD shall carry an interest rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 15.66%.

25 equal monthly installments of principal amount of ₹ 20 million commencing from November 2022, accordingly the same has been fully repaid on May 10, 2024.

Series E

On December 29, 2023, Company issued 5000 Series E unlisted, secured by movable fixed assets and current assets, redeemable NCD of face value of ₹ 100,000 each. NCD shall carry an interest rate of 12.50% p.a. payable monthly. Effective interest rate for the said NCD is 14.20%.

27 equal monthly installments of principal amount of ₹ 18.51 million commencing from April 2024. However, the same has been fully repaid on May 10, 2024.

B) Term loan

During the previous year, the Company had taken term loan from banks secured by movable fixed assets and current assets amounting to ₹ 404.33 million for the purpose of capital expenditure at the interest rate of 9.75%. The term loan had to be repaid over the period of 3 years with monthly installment starting from May 7, 2024 (36 installments). The said term loan has been fully repaid on December 19, 2024.

C) Working capital loan

During the previous year, the Company had taken working capital loan from banks secured by movable fixed assets and current assets amounting to ₹ 140.00 million and ₹ 120.00 million at an agreed spread over external benchmarked treasury bill rate. On April 2, 2024, the entire loan of ₹ 260.00 million has been repaid.

D) Preference share capital

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 million as of March 31, 2024. The change in fair value of ₹79.82 million was recognized as an expense in the 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 in the current year, 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 Rs. 100.26 million up to the date of new SHA has been recognised as an expense in the statement of profit and loss and the fair value of OCRPS liability amounting to Rs. 247.58 million has been reclassified from borrowings to Instruments entirely equity in nature to the extent of Rs. 180.32 million and Rs. 67.26 million representing securities premium on the OCRPS has been reclassified to other equity.

(ii) Lease liabilities

Carried at amortised cost

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Lease liabilities (refer note 28)	18,030.34	2,691.34	3,445.00	729.80
Total	**18,030.34**	**2,691.34**	**3,445.00**	**729.80**

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14. Financial liabilities (continued)

(iii) Trade payables

Carried at amortised cost

	As at March 31, 2025	As at March 31, 2024
(I) Total outstanding dues of micro enterprises and small enterprises	4,600.02	755.37
(II) Total outstanding dues of other than micro enterprises or small enterprises	14,936.33	4,706.34
Total	**19,536.35**	**5,461.71**

Trade payables ageing schedule:

As at March 31, 2025

Particulars	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 trade payables	**4,835.98**	**13,398.32**	**1,246.94**	**55.11**	**-**	**-**	**19,536.35**

As at March 31, 2024

Particulars	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	205.40	29.81	517.46	1.87	0.83	-	755.37
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,744.40	6.40	2,941.79	8.83	4.92	-	4,706.34
Total trade payables	**1,949.80**	**36.21**	**3,459.25**	**10.70**	**5.75**	**-**	**5,461.71**

Notes:

a) Trade payables 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.

b) There are no disputed trade payables as at March 31, 2025 and March 31, 2024.

c) For terms and conditions with related parties, refer note 29.

(iv) Other financial liabilities - current

Carried at amortised cost unless otherwise stated

	As at March 31, 2025	As at March 31, 2024
Payables to creditors for capital goods	1,428.59	-
Payable to employees	470.22	180.22
Payable to related parties (refer note 29)	-	4.57
Franchisee deposits	1,013.19	82.50
Derivative liabilities measured at fair value*	8.06	-
Other financial liabilities**	24.91	29.57
Total	**2,944.97**	**296.86**

*The Company has foreign currency purchase forward contracts to offset the risk of foreign currency fluctuation on payables. As on March 31, 2025, outstanding contracts are for purchase of 4.5 million (USD/ INR) (March 31, 2024: Nil)

**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, 2025	As at March 31, 2024
Principal amount due to micro and small enterprises	4,571.98	729.59
Interest due on above	28.04	25.78
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	-	-
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	-	-

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14. Financial liabilities (continued)

(vi) Change in liabilities arising from financing activities

Particulars	Opening balance	Cash flows	Non-cash movement	Closing balance
March 31, 2025				
Optionally convertible redeemable preference shares (including fair value change)	79.85	67.47	(147.32)	-
Non-convertible redeemable debentures (including interest)	971.95	(971.95)	-	-
Term loan (including interest)	404.34	(404.34)	-	-
Working capital loan (including interest)	260.00	(260.00)	-	-
Lease liabilities (including interest)	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**
March 31, 2024				
Optionally convertible redeemable preference shares (including fair value change)	0.03	-	79.82	79.85
Non-convertible redeemable debentures (including interest)	1,209.25	(237.30)	-	971.95
Term loan (including interest)	-	404.34	-	404.34
Working capital loan (including interest)	-	260.00	-	260.00
Lease liabilities (including interest)	2,005.93	(853.89)	2,269.10	3,421.14
Total liabilities from financing activities	**3,215.21**	**(426.85)**	**2,348.92**	**5,137.28**

15. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Statutory liabilities*	634.84	185.05
Contract liabilities		
Advance from customers	69.85	-
Refund liability for expected sales return	231.48	-
Deferred revenue	59.34	1.72
Other payables	0.10	0.66
Total	**995.61**	**187.43**

*Statutory dues include provident fund, professional tax, withholding taxes and goods and services tax payable.

Contract liabilities - Movement during the year

	Refund liability for expected sales return	Advance from customers	Deferred revenue
Balance as at April 1, 2023	-	4.35	-
Arising during the year	-	-	1.72
Utilised during the year	-	(4.35)	-
Balance as at March 31, 2024	-	-	**1.72**
Arising during the year	231.48	2,632.64	194.31
Utilised during the year	-	(2,562.79)	(136.69)
Balance as at March 31, 2025	**231.48**	**69.85**	**59.34**

16. Provisions

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (refer note 36)	224.15	125.11	0.47	0.13
Provision for compensated absences	-	-	300.88	164.37
Total	**224.15**	**125.11**	**301.35**	**164.50**

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17. Revenue from operations

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers		
Sale of goods		
Sale of traded goods	73,041.70	35,841.86
Sale of services		
Service revenue	18,559.53	5,482.32
Total	**91,601.23**	**41,324.18**
Other operating revenue		
Scrap sales	44.53	17.14
Others	4.14	-
Total	**91,649.90**	**41,341.32**

17.1. (a) Disaggregated revenue information

Sale of goods		
Sale of traded goods	73,041.70	35,841.86
	73,041.70	**35,841.86**
Sale of services		
Warehousing, packaging and last mile charges	12,085.18	4,990.60
Advertisement revenue	6,437.41	491.72
License (IP) charges	13.39	-
Franchisee fees	23.55	-
	18,559.53	**5,482.32**

(b) Timing of revenue recognition

Products transferred at a point in time	73,086.23	35,841.86
Services transferred over time	18,563.67	5,482.32
Total	**91,649.90**	**41,324.18**

(c) Geographical location of revenue recognition

Within India	91,649.90	41,341.32
Outside India	-	-
Total	**91,649.90**	**41,341.32**

17.2. Contract balances:

	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables (refer note 8(ii))	17,581.51	3,039.56	708.17
Contract liabilities (refer note 15)	360.67	1.72	4.35

Notes:

a) Trade receivables are non-interest bearing and generally carry credit period of 0 to 30 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 recognized evenly over the period of service, being performance obligation of the Company.

17.3. 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 30 days from raising invoice.

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18. Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Interest income under the effective interest method on financial assets carried at amortised cost		
Fixed deposits and other investments	3,181.49	715.65
Security deposits	50.03	19.72
Inter-company loans	11.30	1.80
b) Other non operating income:		
Income on financial assets measured at FVTPL		
Gain on sale of mutual fund units (net)	840.45	126.10
Fair value gain on mutual fund units	776.86	-
Administrative support services (refer note 29)	108.83	-
Gain on termination of lease contracts	53.34	24.52
Interest on income tax refund	5.19	5.53
Miscellaneous income	10.20	4.50
Total	**5,037.69**	**897.82**

19. Purchase of traded goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of traded goods	81,746.52	31,523.44
Total	**81,746.52**	**31,523.44**

20. Changes in inventories of traded goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance		
Stock-in-trade (including goods in transit)	1,214.56	1,556.01
Right to return asset	-	-
Packing material	14.14	21.32
Total opening balance	**1,228.70**	**1,577.33**
Closing 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 closing balance	**5,994.13**	**1,228.70**
(Increase)/ Decrease in inventory		
Stock-in-trade (including goods in transit)	(4,457.91)	341.45
Right to return asset	(226.85)	-
Packing material	(80.67)	7.18
Change In inventories of traded goods	**(4,765.43)**	**348.63**

21. Delivery and handling expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Delivery and handling expense*	16,048.78	5,809.24
	16,048.78	**5,809.24**

*This encompasses all costs associated with the supply chain operations undertaken by the Company for order fulfilment.

22. Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	7,235.01	3,234.20
Contribution to provident and other funds	131.57	62.53
Gratuity expense (refer note 36)	99.42	47.96
Share based payment expense (refer note 37)	2,864.67	737.55
Staff welfare expenses	629.57	166.33
Total	**10,960.24**	**4,248.57**

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23. Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on financial liabilities carried at amortised cost:		
- Borrowings (refer note 14 (i))	92.14	175.69
- Lease liabilities (refer note 28)	1,246.64	366.71
Bank and finance charges	3.26	23.62
Total	**1,342.04**	**566.02**

24. Depreciation and amortisation expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 4)	1,245.10	487.22
Amortisation of intangible assets (refer note 7)	13.20	11.90
Depreciation of right-of-use (ROU) assets (refer note 6)	2,659.47	710.68
Total	**3,917.77**	**1,209.80**

25. Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Warehousing expenses	11,775.88	4,796.81
Advertisement expenses	9,259.47	3,035.49
Software expenses	1,634.62	1,146.30
Power and fuel	1,135.89	337.85
Store and franchisee expenses	1,032.70	417.20
Legal and professional fees	884.75	372.22
Rent (refer note 28)	405.68	139.37
Repairs and maintenance		
- Plant and machinery	225.65	68.65
- Others	80.22	20.61
Rates and taxes	200.30	9.40
Travelling and conveyance expenses	159.52	56.80
Insurance charges	79.64	13.28
Membership and subscription	72.20	1.96
Sundry assets written off	63.04	-
Communication charges	52.12	18.57
Foreign exchange loss (net)	42.24	-
Payment gateway charges	40.90	-
Payment to auditor (refer note (a) below)	16.00	6.80
Fair value loss on financial instruments (refer note (b) & (c) below)	233.03	79.82
Provision for doubtful debts and advances	54.23	26.44
Fair value of share warrant	32.21	-
Fair value loss on forward contracts	8.06	-
Loss on sale of property, plant and equipment	-	0.17
Miscellaneous expenses	3.53	15.02
Total	**27,491.88**	**10,562.76**

Notes:

(a) Auditor remuneration includes:-

Statutory audit fees	15.00	6.30
Reimbursement of expenses	1.00	0.50
Total	**16.00**	**6.80**

(b) It includes fair value loss on OCRPS amounting to ₹ 100.26 million (March 31, 2024: 79.82 million) for the year ended March 31, 2025 and fair value increase in diluted stake issuable to the shareholders amounting to ₹132.77 million (March 31, 2024 : Nil) for the year ended March 31, 2025.

(c) 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 Series A, Series B, Series C and Series D CCPS 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.

26. Exceptional items

	For the year ended March 31, 2025	For the year ended March 31, 2024
Gain on sale of user database (unrecognised intangible assets) (refer note (a) below)	4,686.82	-
Gain on sale of business under slump sale (refer note 42)	2,376.79	-
Merger related expenses (refer note (b) below)	(571.18)	-
	6,492.43	-

Note:

(a) During the year, 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 million (refer note 29).

(b) Pertains to common control transaction related expenses incurred by the Company in connection with stamp duty paid on merger amounting to ₹ 500.00 million (March 31, 2024: Nil) and other expenses amounting to ₹ 71.18 million (March 31, 2024: Nil).

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27. 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, 2025	For the year ended March 31, 2024
Loss during the year attributable to equity holders of the Company (a)	(33,604.59)	(12,106.84)
Weighted average number of equity shares outstanding for calculation of basic and diluted EPS (b)	12,660,940,789	10,556,354,804
Basic and diluted loss per share (₹ per share) (a)/(b)*	(2.65)	(1.15)

*In view of losses in the current year and previous year, ESOPs which are anti-dilutive have been ignored in the calculation of diluted EPS. Accordingly, there is no variation between basic and diluted EPS.

28. Leases

The Company has entered into lease contracts for premises used for commercial purpose to carryout its business and operations i.e. office buildings, 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, 2025 is 10.50% (March 31, 2024: 13.75%).

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 these short-term leases. Payments associated with these leases are recognised as expense in the Statement of Profit and Loss. Also refer note 6 & 14(ii).

The changes in the carrying values of lease liabilities are as follows:	As at March 31, 2025	As at March 31, 2024
Opening balance	3,421.14	2,005.93
Additions during the year	20,023.29	2,137.09
Reduction in liability on account of termination of leases	(363.81)	(234.70)
Accretion of interest	1,246.64	366.71
Payments during the year	(2,851.92)	(853.89)
Closing balance	**21,475.34**	**3,421.14**

The maturity analysis of lease liabilities are disclosed in note 32(b).

The following are the amounts recognized in statement of profit or loss:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Gain on termination of lease contracts (refer note 18)	(53.34)	(24.52)
Interest expense on lease liabilities (refer note 23)	1,246.64	366.71
Depreciation of right-of-use assets (refer note 24)	2,659.47	710.68
Expenses relating to short-term leases (refer note 25)	405.68	139.37
Total amount recognised in statement of profit or loss	**4,258.45**	**1,192.24**

The Company had total cash outflows for leases (including short-term leases) of ₹ 3,257.60 million for the year ended March 31, 2025 (March 31, 2024: ₹ 993.26 million). 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.

29. 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)
Zepto Property Management Private Limited (w.e.f. November 4, 2024)
Kiranakart Software Solutions Private Limited (w.e.f. November 18, 2024)
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:

Mr. Kaivalya Vohra, Director
Mr. Nikhil Kumar Mittal, Director (till March 12, 2025)
Mr. Aadit Palicha, Director (w.e.f. February 4, 2025)
Mr. Samad Iqbal Shariff, Company Secretary (w.e.f. December 3, 2024)
Mr. Vinay Dhanani, Director of subsidiary Company (w.e.f. April 22, 2022)
Ms. Megha Hegde, Company Secretary (till October 15, 2024)

(iv) Relative of KMP

Mr. Jaideep Vohra (relative of Director)

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29. Related party disclosures (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 financial year:

Relationship	Nature of transactions	For the year ended March 31, 2025	For the year ended March 31, 2024
A) Transactions during the year			
i) Wholly owned subsidiaries			
Kiranakart Wholesale Private Limited	Investment in equity	1,499.63	-
	Loan given	15,045.53	437.23
	Loan repaid	14,960.63	441.83
	Interest received	11.17	1.62
	Sale of traded goods	-	13.31
	Share based payment expense	70.88	
	Cross charge of expenses	114.50	-
	Income from services	29.35	6.19
Kiranakart Software Solutions Private Limited	Investment in equity	10.00	-
Zepto Marketplace Private Limited	Investment in equity	20.00	-
	Loan given	1,682.42	
	Loan repaid	1,682.42	
	Interest received	0.13	-
	Advertisement fee	75.00	-
	Sale of platform business	15,374.00	-
	Sale of user database	4,686.82	-
	Share based payment expense	298.91	
	Cross charge of expenses	3,866.73	-
	Administrative support services	108.83	-
Zepto Property Management Private Limited	Investment in equity	10.00	-
Zepto Commerce Private Limited	Investment in equity	10.00	-
ii) Key managerial personnel			
Mr. Kaivalya Vohra	Remuneration *	15.00	15.00
Mr. Aadit Palicha	Remuneration *	15.00	15.00
Mr. Nikhil Kumar Mittal	Remuneration *	19.95	19.28
Mr. Vinay Dhanani	Remuneration *	29.14	25.84
Ms. Megha Hegde	Remuneration *	0.47	-
Mr. Samad Iqbal Shariff	Remuneration *	2.55	-
iii) Parties over which relative of key management personnel is able to exercise significant influence			
Modulus Hospitality Services LLP	Services received	3.93	2.78
(iv) Relative of key managerial personnel (KMP)			
Mr. Jaideep Vohra (relative of Director)	Services received	0.08	0.27

B) Balances as at the year end

Name of the party	Nature of balances	As at March 31, 2025	As at March 31, 2024
Kiranakart Wholesale Private Limited	Loan receivable	84.90	-
Kiranakart Wholesale Private Limited	Trade receivable	10.74	20.37
Kiranakart Wholesale Private Limited	Receivable	186.68	-
Zepto Marketplace Private Limited	Receivable	7,821.25	-
Mr. Kaivalya Vohra	Salary payable	10.72	19.46
Mr. Aadit Palicha	Salary payable	3.04	15.26

*The remuneration to the key managerial personnel 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.

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, 2025 and March 31, 2024, 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.

30. Commitments and contingencies

	As at March 31, 2025	As at March 31, 2024
(i) Commitments		
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	796.66	146.55
(ii) Contingent liabilities		
Pending litigations*	20.10	27.10

*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 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 financial statements.

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31. 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, 2025	As at March 31, 2024
Financial assets		
Carried at amortised cost		
Investment in commercial papers (refer note 8(i))	19,940.34	-
Trade receivables (refer note 8(ii))	17,581.51	3,039.56
Cash and cash equivalents (refer note 8(iii))	1,595.88	13,650.81
Bank balances other than cash and cash equivalents (refer note 8(iv))	3,971.43	2,890.00
Loans (refer note 8(v))	84.90	-
Other financial assets (refer note 8(vi))	34,638.20	695.16
	77,812.26	**20,275.53**
Measured at fair value through profit and loss		
Investment in mutual funds (refer note 8(i))	23,779.57	-
	23,779.57	**-**
Financial liabilities		
Carried at amortised cost		
Borrowings (refer note 14(i))	-	1,636.29
Lease liabilities (refer note 14(ii))	21,475.34	3,421.14
Trade payables (refer note 14(iii))	19,536.35	5,461.71
Other financial liabilities (refer note 14(iv))	2,936.91	296.86
	43,948.60	**10,816.00**
Measured at fair value through profit and loss		
Financial liabilities of Optionally Convertible Redeemable Preference Shares (refer note 14(i))	-	79.85
Derivative liabilities (refer note 14(iv))	8.06	-
	8.06	**79.85**

(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 March 31, 2024.

(i) The following table provides the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at year end:

	As at March 31, 2025	As at March 31, 2024
Financial assets		
Level 1		
Investment in mutual funds (refer note 8(i))	23,779.57	-

The mutual funds are fair valued using the NAV as at balance sheet date.

	As at March 31, 2025	As at March 31, 2024
Financial liabilities		
Level 2		
Derivative liabilities (refer note 14(iv))	8.06	-
Level 3		
Financial liabilities of Optionally Convertible Redeemable Preference Shares (refer note 14(i))	-	79.85

The Optionally Convertible Redeemable Preference Shares with redemption and conversion are fair valued from an independent valuer.

(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

Level 3

Type	**Valuation technique**	**Significant unobservable inputs**	**Sensitivity analysis**
As at March 31, 2024 **Optionally Convertible Redeemable Preference Shares**	Discounted cash flow method ('DCF'), Option pricing backsolve method ('OPM')	a) Weighted average cost of Capital ('WACC') (21.20%) b) Share price of the Company	Increase/ (decrease) in share price of the Company by 5% would result in increase/ (decrease) in OCRPS liability by ₹ 12.38/ (₹ 12.38)

31. 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, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets carried at amortised cost				
Investment in commercial papers (refer note 8(i))	19,940.34	19,940.34	-	-
Trade receivables (refer note 8(ii))	17,581.51	17,581.51	3,039.56	3,039.56
Cash and cash equivalents (refer note 8(iii))	1,595.88	1,595.88	13,650.81	13,650.81
Bank balances other than cash and cash equivalents (refer note 8(iv))	3,971.43	3,971.43	2,890.00	2,890.00
Loans (refer note 8(v))	84.90	84.90	-	-
Other financial assets (refer note 8(vi))	34,638.20	34,638.20	695.16	695.16
Total	**77,812.26**	**77,812.26**	**20,275.53**	**20,275.53**
Financial assets measured at fair value through profit and loss				
Investment in mutual funds (refer note 8(i))	23,779.57	23,779.57	-	-
Total	**23,779.57**	**23,779.57**	-	-
Financial liabilities carried at amortised cost				
Borrowings (refer note 14(i))	-	-	1,636.29	1,636.29
Lease liabilities (refer note 14(ii))	21,475.34	21,475.34	3,421.14	3,421.14
Trade payables (refer note 14(iii))	19,536.35	19,536.35	5,461.71	5,461.71
Other financial liabilities (refer note 14(iv))	2,944.97	2,944.97	296.86	296.86
Total	**43,956.66**	**43,956.66**	**10,816.00**	**10,816.00**
Financial liabilities measured at fair value through profit and loss				
Borrowings (refer note 14(i))	-	-	79.85	79.85
Total	-	-	**79.85**	**79.85**

(d) The following tables shows a reconciliation from the opening balance to the closing balance for level 3 fair values.

	As at March 31, 2025	As at March 31, 2024
Opening balance	79.85	0.03
Loss recognised during the year	167.73	79.82
Reclassifications during the year (refer note 14 (i)(D))	(247.58)	-
Closing balance	-	**79.85**

32. 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 loans, 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 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 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 three months.

The changes in respect of allowance for expected credit losses is as follows:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Allowances for credit loss for trade receivables		
Opening balance	-	-
Allowance created during the year	64.27	-
Total	**64.27**	-
Allowances for credit loss for other assets		
Opening balance	112.32	73.82
Allowance created during the year	(10.04)	38.50
Total	**102.28**	**112.32**

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32. 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.

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, 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**

	March 31, 2024			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Borrowings	1,069.00	647.14	-	1,716.14
Trade payables	5,461.71	-	-	5,461.71
Lease liabilities	1,119.87	3,081.12	66.47	4,267.46
Other financial liabilities	296.86	-	-	296.86
Total undiscounted financial liabilities	**7,947.44**	**3,081.12**	**66.47**	**11,742.17**

Also refer note 30 for details of Company's contingent liabilities and commitments.

(c) Market risk

Market risk 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. As at March 31, 2024 the Company's debt obligation includes term loan, working capital loan and non-convertible redeemable debentures. Refer note 14(i) for further details. 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, 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 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.

33. 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, 2025**	**As at March 31, 2024**
Borrowings (refer note 14(i))	-	1,716.14
Lease liabilities (refer note 14(ii))	21,475.34	3,421.14
Less: Cash and cash equivalents (refer note 8(iii))	(1,595.88)	(13,650.81)
Less: Bank deposits other than cash and cash equivalents (refer note 8(iv) & (vi))	(3,971.43)	(2,890.00)
Less: Current investments (refer note 8(i))	(43,719.91)	-
Adjusted net debt (A)	-	-
Equity attributable to equity holders of the Company	99,309.53	17,219.36
Total equity (B)	**99,309.53**	**17,219.36**
Capital and net debt (C) = (A) + (B)	**99,309.53**	**17,219.36**
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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34. Income taxes

	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Reconciliation of accounting loss and tax expense:		
Accounting loss before tax	(33,561.78)	(12,029.32)
Tax at India's statutory income tax rate of 25.168% (March 31, 2024 : 31.20%)	(8,446.83)	(3,753.15)
Other non-deductible expenses	3,861.31	8.04
Tax on account of common control transaction	42.81	77.52
Other temporary differences, business losses and unabsorbed depreciation on which deferred tax is not recognised*	4,585.52	3,745.10
Income tax expense reported in statement of profit and loss	**42.81**	**77.52**

*The Company is having net deferred tax assets primarily comprising of deductible temporary differences, unabsorbed depreciation and carry 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, 2025	As at March 31, 2024
Deferred tax liability		
Right of use assets	(5,203.23)	(988.77)
Fair value changes in financial instruments	(185.38)	-
Total (i)	**(5,388.61)**	**(988.77)**
Deferred tax assets		
Impact of difference between tax depreciation/ amortization charged for the financial reporting	98.88	62.86
Provision for employee benefits	236.71	130.25
Unabsorbed depreciation	388.52	189.25
Carry forward loss	10,786.01	8,569.54
Lease liabilities	5,404.91	1,067.39
Fair value changes in financial instruments	-	170.33
Others	343.24	61.59
Total (ii)	**17,258.27**	**10,251.21**
Net deferred tax assets not recognised (ii) - (i)	**11,869.66**	**9,262.44**

(c) Deductible temporary differences for which no deferred tax asset is recognised in the Balance Sheet:

Particulars	Expiry date	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax assets /(liabilities) arising on account of:			
Business loss	March 31, 2029	3.33	4.13
Business loss	March 31, 2030	782.86	970.48
Business loss	March 31, 2031	3,202.10	3,969.55
Business loss	March 31, 2032	2,924.47	3,625.38
Business loss	March 31, 2033	3,873.25	-
Unabsorbed depreciation	No expiry period	388.52	189.25
Other temporary differences	No expiry period	695.13	503.65

35. Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year. The Management is of the opinion that its international transactions are at arm's length so the aforesaid legislation will not have any impact on the Standalone Financial Statements, particularly on the amount of tax expense and that of provision for taxation.

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36. Employee benefit plans

i) Defined contribution plan

The Company makes contribution to provident fund 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 recognized ₹ 131.57 million (March 31, 2024: ₹ 62.53 million) for provident fund contribution in the Statement of Profit and Loss for the year ended March 31, 2025.

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 last drawn basic salary 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 equivalents 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 different 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 statement of profit and loss and amounts recognized in the balance sheet:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Defined benefit expense recognised through Statement of Profit and Loss		
Current service cost	91.20	45.19
Interest on defined benefit obligation	8.22	2.77
Net gratuity cost	**99.42**	**47.96**
Re-measurement loss/ (gain) in other comprehensive income		
Actuarial loss arising due to change in financial assumptions	14.07	0.68
Actuarial (gain)/ loss arising due to change in demographic adjustments	(26.95)	39.42
Actuarial loss/ (gain) arising due to change in experience adjustments	81.09	(0.28)
Total expenses recognised through other comprehensive income	**68.21**	**39.82**

Amounts recognised in Balance Sheet:

	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation (non-current)	224.15	125.11
Present value of defined benefit obligation (current)	0.47	0.13
Closing defined benefit obligation	**224.62**	**125.24**
Change in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	125.24	38.05
Current service cost	91.20	45.19
Interest on defined benefit liability	8.22	2.77
Benefits paid	(0.03)	-
Impact of liability settled on account of inter-company transfer	(3.87)	(0.59)
Transfer of obligation on account of business transfer	(64.35)	-
Actuarial loss recognised in OCI	68.21	39.82
Closing defined benefit obligation	**224.62**	**125.24**

(c) The principal assumptions used in determining gratuity and compensated absence obligations for the Company's plan are as follows:

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.75%	7.25%
Attrition rate	13%-17%	12%-14%
Salary escalation rate	15.00%	15.00%
Mortality rate	100% of IALM 2012-14	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.

(d) Quantitative sensitivity analysis of significant assumptions are as shown below:

		As at March 31, 2025		As at March 31, 2024	
	Sensitivity level	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate	0.5% increase/ decrease	(11.37)	12.30	(6.58)	7.11
Future salary increase	0.5% increase/ decrease	8.53	(8.28)	4.71	(4.62)

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, 2025	As at March 31, 2024
Within 1 year	0.43	0.13
Between 2 and 5 years	61.42	32.75
Between 6 and 10 years	99.84	55.72
Beyond 10 years	358.20	234.32

The weighted average duration of the defined benefit obligation is 10.52 years for the year ended March 31, 2025 (March 31, 2024: 10.92 years).

37. Employee share option plans

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. Additionally, the new plan includes a change in the exercise price. The Company determined the fair value of replaced options on the date of new plan is not higher than the original plan. Further, the new plan will be governed by the requirements set out under the Companies Act of India.

The total expense of share based payments for the year ended March 31, 2025 is ₹ 2,864.67 million (March 31, 2024: ₹ 737.55) 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 number of options during the financial year:

(a) Stock options issued to the employees of the Company

	As at March 31, 2025	As at March 31, 2024
Outstanding as at the beginning of the year	504,711,079	316,733,271
- Granted during the year	289,214,187	235,425,025
- Cancelled during the year	(84,674,106)	(47,447,217)
- Transferred during the year on account of transfer of employees	(142,085,390)	-
- Exercised/ adjusted during the year	51,131,789	-
Outstanding as at the end of the year	**618,297,559**	**504,711,079**
Vested as at the year end	289,931,289	184,868,209

(b) Stock options issued to the employees of the subsidiaries

	As at March 31, 2025	As at March 31, 2024
Outstanding as at the beginning of the year	-	-
- Granted during the year	17,473,186	-
- Cancelled during the year	(928,142)	-
- Transferred during the year on account of transfer of employees	142,085,390	-
- Exercised/ adjusted during the year	-	-
Outstanding as at the end of the year	**158,630,434**	**-**
Vested as at the year end	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, 2025	As at March 31, 2024
Dividend yield (% p.a.)	0.00%	0.00%
Expected volatility (% p.a.)*	50.00%	50.00%
Risk-free interest rate (% p.a.)	6.64% - 7.13%	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	2.08 Years	2.34 Years
Weighted average exercise price	₹ 5.00	₹ 5.00
Weighted average fair value	₹ 21.52	₹ 5.34

*Expected volatility is based on historical volatility of share prices of comparable companies for the expected life of options.

38. Ratio analysis and its elements

Ratios	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance %	Reason for significant variance
Current ratio (in times)	Current assets	Current liabilities	3.92	2.92	34.38%	There is an improvement primarily on account of increase in investments and fixed deposits.
Debt-equity ratio (in times)	Total debt	Shareholder's equity	0.22	0.30	(27.52%)	There is an improvement primarily on account of increase in shareholders' equity.
Debt service coverage ratio (in times)	Earnings available for Debt Service	Debt Service	(5.55)	(7.57)	(26.72%)	There is an improvement primarily on account of repayment of borrowings.
Return on equity ratio (in %)	Net profits after tax	Shareholder's equity	(57.68%)	(91.44%)	36.92%	There is an improvement primarily on account of increase in shareholder's equity.
Inventory turnover ratio (in times)	Net sales	Average inventory	20.23	25.55	(20.83%)	NA
Trade receivables turnover ratio (in times)	Revenue	Average trade receivable	8.89	22.06	(59.71%)	This is primarily on account of increase in operations which leads to increase in closing trade receivables.
Trade payables turnover ratio (in times)	Expenses	Average trade payables	8.76	9.37	(6.43%)	NA
Net capital turnover ratio (in times)	Revenue	Working capital	1.15	2.70	(57.36%)	This is primarily on account of increase in working capital during the year.
Net profit ratio (in %)	Net Profit	Revenue	(36.67%)	(29.29%)	(25.20%)	This is primarily on account of increase in operations.
Return on capital employed (in %)	Earnings before interest and taxes	Capital employed	(32.06%)	(51.40%)	37.62%	This is primarily on account of increase in shareholders' funds and lease liabilities.
Return on investment (in %)	Income earned on investments'	Investments	6.47%	7.42%	(12.78%)	NA

39. 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, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Kiranakart Wholesale Private Limited	General business purpose	Loan given	84.90	-	15,045.53	437.23
Zepto Marketplace Private Limited	General business purpose	Loan given	-	-	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 8).

40. Segment reporting

For the year ended March 31, 2025 and March 31, 2024 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, 2025, the Company has 4 customers (March 31, 2024: 3 customers) constituting more than 10% for each customer which amounts to majority of the total revenue of the Company.

41. Business Combination under Common Control

Amalgamation of Kiranakart Pte. Limited (hereafter referred to as 'Amalgamating Company' or 'KKTPL') with the 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 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 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 consolidated 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 consolidated financial statements of Amalgamating Company.

(iii) The inter-company balances between both the companies have been eliminated.

(iv) Comparative financial information in the financial statements of the Amalgamated 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 period.

(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 financial statements of the Company.

(vi) The debit balance in the retained earnings of the amalgamating 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	March 31, 2024	April 1, 2023
Equity shares (refer note 12)	12,582.51	12,449.92	12,449.92
Compulsorily convertible preference shares (refer note 12)	62,915.62	44,231.50	34,388.27
Total purchase consideration# (A)	**75,498.13**	**56,681.42**	**46,838.19**

#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	March 31, 2024	April 1, 2023
Assets acquired			
Property, plant and equipment	0.11	-	-
Cancellation of existing investment in equity	132,864.34	37,675.86	24,819.32
Cash and bank balances	1.68	9,613.67	2,364.30
Due from related party	4,484.20	1,191.70	421.55
Other receivables	9.32	59.38	-
Total (I)	**137,359.65**	**48,540.61**	**27,605.17**
Liabilities transferred			
Reserves	11,500.76	3,677.01	2,315.37
Other payables	44.79	109.32	4.62
Total (II)	**11,545.55**	**3,786.33**	**2,319.99**
Net identifiable assets (B) [I-II]	**125,814.10**	**44,754.28**	**25,285.18**
Capital reserve/ (Amalgamation adjustment deficit account) [B-A]	**50,315.97**	**(11,927.14)**	**(21,553.01)**

(d) Disclosure of Capital reserve/ (Amalgamation adjustment deficit account)

		February 4, 2025	March 31, 2024	April 1, 2023
Share capital of the Company cancelled	(i)	125,814.10	44,754.28	25,285.18
Less: Purchase consideration to the shareholders of KKTPL	(ii)	(75,498.13)	(56,681.42)	(46,838.19)
Capital reserve/ (Amalgamation adjustment deficit account)	(i)-(ii)	**50,315.97**	**(11,927.14)**	**(21,553.01)**

S.R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

42. During the year, the 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 1 million equity shares by ZMPL to the Company.

The transfer of the marketplace platform business represents a strategic sale out to ZMPL as part of the 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 ₹ 2,376.79 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 Company has adopted an accounting policy choice and has recognized such gains in the Statement of Profit and Loss.

43. 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.

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 financial year.

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 of the Income Tax Act, 1961).

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 Beneficiaries.

h) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

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 41).

k) The Company had borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of account.

44. The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the Code came into effect on 3 May 2024. However, the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

45. Corporate Social Responsibility ('CSR')

The Company does not fulfill 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 financial statements.

46. Maintenance of daily backup of books of account

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.

47. Maintenance of audit trail (edit log)

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 inventory management, revenue management, payout calculation, management of indirect taxes, payroll 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, 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.

48. Events after the reporting period

Subsequent to the reporting period, the Company has changed its name from Kiranakart Technologies Private Limited to Zepto Private Limited vide MCA ('Ministry of Corporate affairs') approval received on April 16, 2025.

As per our report of even date

For S.R. Batliboi & Associates LLP Chartered Accountants ICAI Firm registration number: 101049W/E300004	For and on behalf of the Board of Directors of **Zepto Private Limited (formerly Kiranakart Technologies Private Limited)**		
per Ashish Garg Partner Membership No: 063252 Place: Bengaluru Date: July 9, 2025	**Aadit Palicha** Director DIN: 10904332 Place: Bengaluru Date: July 9, 2025	**Kaivalya Vohra** Director DIN: 09298721 Place: Bengaluru Date: July 9, 2025	**Samad Iqbal Shariff** Company Secretary Membership No. 32106 Place: Bengaluru Date: July 9, 2025

S.R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zepto Private Limited (formerly Kiranakart Technologies Private Limited) ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2025, 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 "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, 2025, their consolidated loss including other comprehensive loss, 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 and its subsidiaries 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 47 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, 2025 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, 2025 from being appointed as a director in terms of section 164(2) of the Act;

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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) The provisions of section 197 read with Schedule V of the Act are not applicable to the Holding Company and its subsidiaries incorporated in India for the year ended March 31, 2025;

(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 30(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, 2025;

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 ("Intermediary"), 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 Party"), 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
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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 inventory management, revenue management, payout calculation, management of indirect taxes, payroll 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 right, for one accounting software and one other third- party operated software application for the management of indirect taxes, as described in note 47 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 has been preserved by the Holding Company and its subsidiaries, as per the statutory requirements for record retention wherever the audit trail has been enabled.

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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXND2775

S.R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: July 9, 2025

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

Re: Zepto Private Limited (formerly Kiranakart Technologies Private Limited) ("the Holding Company") for the year ended March 31, 2025.

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) Reporting under Companies (Auditors Report) Order, 2020 (CARO) is applicable only to the Holding Company and subsidiaries incorporated in India, Kiranakart Wholesale Private Limited and Zepto Marketplace Private Limited. 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.

Further, reporting under the provision of the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act are not applicable to its subsidiaries incorporated in India, namely Zepto Property Management Private Limited, Kiranakart Software Solutions Private Limited and Zepto Commerce Private Limited.

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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXND2775

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: July 9, 2025

Annexure '2' referred to in paragraph under the heading "Report on other Legal and Regulatory Requirements" of our report of even date

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 Private Limited (formerly Kiranakart Technologies Private Limited) ("the Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and one of its subsidiary incorporated in India, Kiranakart Wholesale Private Limited, (the Holding Company and its aforesaid subsidiary together referred to as "the Group") as of that date. This Report does not include reporting on the internal financial controls of certain subsidiaries incorporated in India, as clause (i) of sub-section 3 of section 143 of the Act is not applicable to these subsidiaries, namely Zepto Marketplace Private Limited, Zepto Property Management Private Limited, Kiranakart Software Solutions Private Limited and Zepto Commerce Private Limited, 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 one of its subsidiary 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, 2025, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

Ashish Garg

per Ashish Garg
Partner
Membership Number: 063252
UDIN: 25063252BMOXND2775

S.R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Balance Sheet as at March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment (net)	4	8,940.90	1,457.05
Capital work-in-progress	5	44.18	2.45
Right-of-use (ROU) assets	6	21,056.47	3,169.13
Intangible assets (net)	7	57.45	53.53
Financial assets			
Other financial assets	8(v)	5,782.62	489.11
Income tax assets (net)	9	691.12	114.87
Other non-current assets	10	178.65	57.27
Total non-current assets		**36,751.39**	**5,343.41**
Current assets			
Inventories	11	6,104.42	1,265.47
Financial assets			
Investments	8(i)	43,750.08	-
Trade receivables	8(ii)	17,908.43	3,236.85
Cash and cash equivalents	8(iii)	1,634.94	13,655.89
Bank balances other than cash and cash equivalents	8(iv)	4,023.08	2,941.00
Other financial assets	8(v)	22,231.36	206.55
Other current assets	10	5,597.59	2,333.51
Total current assets		**101,249.90**	**23,639.27**
Total assets		**138,001.29**	**28,982.68**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	12,582.51	-
Share suspense account	12	-	56,681.42
Instruments entirely equity in nature	12	63,105.89	-
Other equity	13	10,172.91	(39,509.48)
Total equity		**85,861.31**	**17,171.94**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14(i)	-	647.14
Lease liabilities	14(ii)	18,354.26	2,691.34
Provisions	16	312.47	125.77
Total non-current liabilities		**18,666.73**	**3,464.25**
Current liabilities			
Financial liabilities			
Borrowings	14(i)	-	1,069.00
Lease liabilities	14(ii)	3,524.22	729.80
Trade payables	14(iii)		
Total outstanding dues of micro enterprises and small enterprises		4,682.08	755.36
Total outstanding dues of creditors other than micro enterprises and small enterprises		18,585.74	5,059.65
Other financial liabilities	14(iv)	2,974.74	296.78
Other current liabilities	15	3,232.32	191.84
Provisions	16	431.34	166.00
Current tax liabilities (net)	36	42.81	78.06
Total current liabilities		**33,473.25**	**8,346.49**
Total liabilities		**52,139.98**	**11,810.74**
Total equity and liabilities		**138,001.29**	**28,982.68**
Summary of material accounting policies	2.2		

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

S.R. Batliboi & Associates LLP Bengaluru

Ashish Garg

per Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

ZEPTO PRIVATE LIMITED

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

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No: 32106

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	17	111,099.47	44,545.16
Other income	18	4,928.07	896.56
Total income (i)		**116,027.54**	**45,441.72**
EXPENSES			
Purchase of traded goods	19	100,260.18	34,626.73
Change in inventories of traded goods	20	(4,838.95)	311.86
Delivery and handling expense	21	16,048.78	5,809.24
Employee benefits expense	22	12,415.56	4,264.71
Finance costs	23	1,367.95	566.17
Depreciation and amortisation expense	24	4,040.75	1,209.80
Other expenses	25	33,116.42	10,723.63
Total expenses (ii)		**162,410.69**	**57,512.14**
Loss before exceptional items and tax [(iii) = (i) - (ii)]		**(46,383.15)**	**(12,070.42)**
Exceptional items (iv)	26	571.18	-
Loss before tax [(v) = (iii) - (iv)]		**(46,954.33)**	**(12,070.42)**
Income tax expense			
Current tax	36	42.81	77.52
Deferred tax		-	-
Total tax expense (vi)		**42.81**	**77.52**
Loss for the year [(vii) = (v) - (vi)]		**(46,997.14)**	**(12,147.94)**
Other comprehensive income ('OCI'), net of tax			
Items that will not be reclassified to profit or loss in subsequent years:			
Re-measurement loss on defined benefit plans	34(b)	(76.46)	(39.64)
Other comprehensive loss for the year, net of tax (viii)		**(76.46)**	**(39.64)**
Total comprehensive loss for the year, net of tax [(ix) = (vii) + (viii)]		**(47,073.60)**	**(12,187.58)**
Loss per equity share of face value ₹ 5 each (March 31, 2024: ₹ 5 each)			
Basic and diluted earnings per share	27	(3.71)	(1.15)
Summary of material accounting policies	2.2		

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

Ashish Garg

per Ashish Garg
Partner
Membership No: 063252

S. R. Batliboi & Associates LLP Bengaluru

ZEPTO PRIVATE LIMITED

Place: Bengaluru
Date: July 9, 2025

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

Aadit Palicha	**Kaivalya Vohra**	**Samad Iqbal Shariff**
Director	Director	Company Secretary
DIN: 10904332	DIN: 09298721	Membership No: 32106
Place: Bengaluru	Place: Bengaluru	Place: Bengaluru
Date: July 9, 2025	Date: July 9, 2025	Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

a) Equity share capital (refer note 12)	**No. of shares**	**Amount**
Issued, subscribed and fully paid up share capital		
i) Equity shares of ₹ 5 each (March 31, 2024: ₹ 10 each)		
As at April 1, 2023	**8,428,314**	**84.28**
Add: Issue of right equity shares	1,083,102	10.83
Less: Cancellation of equity shares on account of common control transaction	(9,511,416)	(95.11)
As at March 31, 2024	-	-
Add: Issue of equity shares	3,380,209	33.80
Add: Issue of bonus shares	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**

ii) Instruments entirely equity in nature (refer note 12)	**No. of shares**	**Amount**
0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each		
As at April 1, 2023	-	-
Add: Issued during the year	-	-
As at March 31, 2024	-	-
Add: Issued 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**
0.01% Optionally Convertible Redeemable Preference Shares ('OCRPS') of ₹ 10 each		
As at April 1, 2023	-	-
0.01% Series A OCRPS	8,182	-
0.01% Series B OCRPS	16,364	-
Add: Issued during the year	-	-
As at March 31, 2024	**24,546**	-
Add: Reclassified during the year (refer note 14 (i)(D))		
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**
As at March 31, 2024	**24,546**	-
As at March 31, 2025	**6,292,582,669**	**63,105.89**

b) Share suspense account (refer note 12)		
i) Equity shares of ₹ 5 each		
As at April 1, 2023	**2,489,984,198**	**12,449.92**
Add: Addition on account of common control transaction	-	-
As at March 31, 2024	**2,489,984,198**	**12,449.92**
Add: Addition 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	-	-
ii) Instruments entirely equity in nature (0.01% Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10 each)		
As at April 1, 2023	**3,438,826,262**	**34,388.27**
Add: Addition on account of common control transaction	984,323,118	9,843.23
As at March 31, 2024	**4,423,149,380**	**44,231.50**
Add: Addition 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	-	-
Total		
As at March 31, 2024	**6,913,133,578**	**56,681.42**
As at March 31, 2025	-	-

S. R. Batliboi & Associates LLP Bengaluru

Zepto Private Limited

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

c) Other equity (refer note 13)

Particulars	Attributable to the shareholders of the Holding Company							
	Reserves and surplus		Items of other comprehensive income	Foreign currency translation reserve	Capital reserve/ (Amalgamation adjustment deficit account)	Share based payment reserve	Other reserves	Total
	Retained earnings	Securities premium	Re-measurement gain/ (loss) on defined benefit plans					
Balance as at April 1, 2023 (as reported earlier)	**(16,641.86)**	**23,014.16**	**4.32**	**-**	**-**	**-**	**-**	**6,376.62**
Effect of common control transaction (refer note 39)	(90.19)	(23,014.16)	-	312.29	(21,553.01)	385.95	-	(43,959.12)
Balance as at April 1, 2023 (adjusted)	**(16,732.05)**	**-**	**4.32**	**312.29**	**(21,553.01)**	**385.95**	**-**	**(37,582.50)**
Loss for the year	(12,147.94)	-	-	-	-	-	-	(12,147.94)
Other comprehensive income	-	-	(39.64)	-	-	-	-	(39.64)
Total comprehensive income	**(12,147.94)**	**-**	**(39.64)**	**-**	**-**	**-**	**-**	**(12,187.58)**
Issue of equity shares	-	12,484.17	-	-	-	-	-	12,484.17
Cancellation of securities premium	-	(12,484.17)	-	-	-	-	-	(12,484.17)
Share issue expenses	(262.56)	-	-	-	-	-	-	(262.56)
Reserves arising on account of common control transaction	-	-	-	141.95	9,625.87	755.34	-	10,523.16
Balance as at March 31, 2024	**(29,142.55)**	**-**	**(35.32)**	**454.24**	**(11,927.14)**	**1,141.29**	**-**	**(39,509.48)**
Balance as at April 1, 2024	**(29,142.55)**	**-**	**(35.32)**	**454.24**	**(11,927.14)**	**1,141.29**	**-**	**(39,509.48)**
Loss for the year	(46,997.14)	-	-	-	-	-	-	(46,997.14)
Other comprehensive income	-	-	(76.46)	-	-	-	-	(76.46)
Total comprehensive income	**(46,997.14)**	**-**	**(76.46)**	**-**	**-**	**-**	**-**	**(47,073.60)**
Issue of equity shares on account of common control transaction	-	89,488.54	-	-	-	-	-	89,488.54
Issue of preference shares	-	31,493.28	-	-	-	-	-	31,493.28
Utilisation for bonus shares	-	(70,903.94)	-	-	-	-	-	(70,903.94)
Cancellation of securities premium	-	(18,584.60)	-	-	-	-	-	(18,584.60)
Share issue expenses	(89.84)	(54.38)	-	-	-	-	-	(144.22)
Fair value of share warrant	-	-	-	-	-	-	32.21	32.21
Capital contribution from shareholder (refer note 25)	-	-	-	-	-	-	132.77	132.77
Premium towards OCRPS reclassification	-	67.26	-	-	-	-	-	67.26
Reserves arising on account of common control transaction	-	-	-	(65.90)	62,243.11	2,358.29	-	64,535.50
Share based payment expense	-	-	-	-	-	639.19	-	639.19
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 reserves	57,827.59	(31,506.16)	-	-	(26,321.43)	-	-	-
As at March 31, 2025	**(18,401.94)**	**-**	**(111.78)**	**-**	**24,382.88**	**4,138.77**	**164.98**	**10,172.91**

Summary of material accounting policies (refer note 2.2)

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 Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

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

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No: 32106

Place: Bengaluru
Date: July 9, 2025

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
Loss before tax as per statement of profit and loss	**(46,954.33)**	**(12,070.42)**
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation and amortisation expenses	4,040.75	1,209.80
Interest income	(3,245.28)	(741.44)
Gratuity expenses	110.78	48.12
Compensated absences expenses	307.15	116.27
Provision for doubtful debts and advances	54.98	26.44
Gain on sale of mutual fund units	(842.20)	(126.10)
Fair value gain on mutual fund units	(777.04)	-
Gain on termination of lease contracts	(53.34)	(24.52)
Interest on borrowings	92.14	175.69
Interest on lease liabilities	1,272.18	366.71
Sundry assets written off	63.04	-
Share based payment expense	2,931.59	755.34
Fair value loss on financial instruments	233.03	79.82
Fair value loss on forward contracts	8.06	-
Fair value of share warrant	32.21	-
Loss on disposal of property, plant and equipment	-	0.17
Operating loss before working capital adjustments	**(42,726.28)**	**(10,184.12)**
Working capital adjustments:		
Increase in trade payables	17,452.81	2,277.06
Decrease in provisions	(42.35)	(21.67)
Increase/ (decrease) in other financial liabilities	2,669.90	(544.22)
Increase in other liabilities	3,040.48	11.56
(Increase)/ decrease in other financial assets	(2,941.23)	(46.11)
Increase in other assets	(3,263.30)	(521.52)
Increase in trade receivables	(14,735.85)	(2,555.12)
(Increase)/ decrease in inventories	(4,838.95)	311.86
Cash used in operating activities before taxes	**(45,384.77)**	**(11,272.28)**
Income tax paid (net of refund)	(654.31)	5.41
Net cash used in operating activities (A)	**(46,039.08)**	**(11,266.87)**
Cash flow from investing activities		
Purchase of property, plant and equipment (including capital work in progress, intangible assets, capital advances and payable for capital goods)	(9,025.73)	(951.34)
Payment for acquiring ROU assets	(69.52)	(21.12)
Interest received	1,564.45	679.48
(Investments in)/ redemption from bank deposits (net)	(24,165.74)	3,195.74
Proceeds from mutual fund units	109,554.01	874.36
Investments in mutual fund units	(131,744.51)	-
Investments in commercial paper	(19,940.34)	-
Net cash (used in)/ generated from investing activities (B)	**(73,827.38)**	**3,777.12**

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ZEPTO PRIVATE LIMITED

Zepto Private Limited (formerly Kiranakart Technologies Private Limited)
CIN : U46909MH2020PTC351339
Consolidated Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ million, unless otherwise stated)

		For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from financing activities			
Proceeds from issue of equity shares on account of common control transaction		264.25	-
Proceeds from issue of CCPS		31,503.23	-
Proceeds from issue of CCPS on account of common control transaction		80,795.56	19,469.10
Share issue expenses		(144.22)	(262.56)
Proceeds from OCRPS		67.47	0.03
Repayment of non-convertible debentures		(971.95)	(237.30)
Proceeds from borrowings		-	664.31
Repayment of borrowings		(664.34)	-
Interest paid on borrowings		(92.14)	(175.69)
Principal payment of lease liabilities		(1,640.17)	(487.18)
Interest payment of lease liabilities		(1,272.18)	(366.71)
Net cash generated from financing activities (C)		**107,845.51**	**18,604.00**
Net (decrease)/ increase in cash and cash equivalents (A+B+C)		**(12,020.95)**	**11,114.25**
Cash and cash equivalents at the beginning of the year		13,655.89	177.34
Cash and cash equivalents acquired on account of common control transactions		-	2,364.30
Cash and cash equivalents at the end of the year	8(iii)	**1,634.94**	**13,655.89**
Non-cash investing activities			
Additions of ROU assets		20,918.24	2,208.95
Net gain arising on financial assets measured at FVTPL		777.04	-

Note:
The statement of cash flow 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 2.2

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 Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

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

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No: 32106

Place: Bengaluru
Date: July 9, 2025

ZEPTO PRIVATE LIMITED

S.R. Batliboi & Associates LLP
Bengaluru

1. Corporate information

The consolidated financial statements comprise financial statements of Zepto Private Limited (formerly Kirnakart Technologies Private Limited) (the Holding Company) (CIN: U46909MH2020PTC351339) and its wholly owned subsidiaries (collectively, the Group) for the year ended March 31, 2025. The Company is a private company domiciled in India and was incorporated on December 5, 2020 under the provisions of the Companies Act, 2013. The Company name changed to 'Zepto Private Limited' from April 16, 2025. The registered office of the Company is located at 4th Floor, Wework Chromium Powai, Jogeshwari Vikhroli Link Rd, Raje Sambhaji Nagar, Marol, Andheri East, Mumbai, Maharashtra- 400 076.

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.zeptonow.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 form platform services. Information on related party relationships of the Group is provided in Note 29.

Following companies have been considered in the preparation of consolidated financial statements:

Name of the entity	Country	Effective date of control	March 31, 2025
Wholly owned subsidiaries:			
Kiranakart Wholesale Private Limited	India	April 26, 2022	100%
Zepto Marketplace Private Limited	India	October 22, 2024	100%
Zepto Property Management Private Limited	India	November 4, 2024	100%
Kiranakart Software Solutions Private Limited	India	November 18, 2024	100%
Zepto Commerce Private Limited	India	January 10, 2025	100%

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 Company. The appointed date is February 4, 2025. Also refer note 39 to the consolidated financial statements for the year ended March 31, 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 July 9, 2025.

The 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.

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Zepto Private Limited

2. Material accounting policies

2.1 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 ₹ 46,997.14 for the year ended March 31, 2025 (March 31, 2024: ₹ 12,147.94), its current assets exceeded its current liabilities by ₹ 67,766.65 (March 31, 2024: ₹ 15,292.78). The board of directors have considered the financial position of the Group as at March 31, 2025, 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 parent 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 parent company, i.e., year ended on March 31, 2025.

Consolidated financial statements present assets, liabilities, equity, income, expenses and cash flows of the parent 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 parent 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 parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

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(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.

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 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.

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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 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 statement of profit and loss are also recognised in OCI or statement of profit and loss, respectively).

d. Fair value measurement

The Group 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 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 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 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.

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(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 fair value 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.

➢ *Rights 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.

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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 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 rights 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 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.

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Current income tax relating to items recognised outside profit or loss is recognised outside 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 income tax 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside 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.

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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.

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 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.

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 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.

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	5 years	10 years
Motor vehicles	5 years	8 years

*includes certain assets which have been capitalised and depreciated within 1 year.

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 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.

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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 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 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 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

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.

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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.

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.

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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 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 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 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 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 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.

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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.

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 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 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.

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.

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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 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 Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") for every employee who has completed 5 years or more of service on departure at 15 days salary (last drawn salary). 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 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 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 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 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.

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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)

(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. 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 commercial paper, trade receivables and deposits with banks disclosed under current 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 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 statement of profit and loss.

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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 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 balance sheet at fair value with net changes in fair value recognised in the 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 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 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 8(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.

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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.

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.

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 statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

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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 statement of profit and loss. This category generally applies to loans and borrowings. For more information refer note 14(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 statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset with the net amount reported in the 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 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.

r. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period 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 balance sheet and the 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.

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t. Earnings per share

Basic EPS is calculated by dividing the net profit or loss for the period 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 period 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 period 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. 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 financial statements. The Group will adjust the amounts recognised in its 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

(i) Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated August 12, 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

• A specific adaptation for contracts with direct participation features (the variable fee approach)
• A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 does not have material impact on the Group's separate financial statements as the Group has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendments do not have a material impact on the Group's financial statements.

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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 34 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.

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 35.

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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.

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

The Group considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Group's financial performance. This includes cost pertaining to stamp duty paid in relation with the common control transaction. To provide a better understanding of the underlying results of the year, exceptional items are reported separately in the statement of profit and loss.

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

Particulars	Computers including computer servers	Furniture and fixtures	Office equipments	Electrical installations and equipments	Lease hold improvements	Motor vehicles	Total
Cost							
As at April 1, 2023	**268.36**	**315.05**	**124.40**	**377.23**	**265.04**	**2.07**	**1,352.15**
Additions during the year	145.37	256.37	156.34	265.63	55.33	2.70	881.74
Disposals during the year	(1.67)	-	-	(1.64)	-	-	(3.31)
As at March 31, 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**
Accumulated depreciation							
As at April 1, 2023	**79.33**	**61.19**	**18.01**	**67.49**	**61.44**	-	**287.46**
Charge for the year	105.10	109.04	59.24	125.15	87.85	0.84	487.22
Disposals for the year	(0.76)	-	-	(0.39)	-	-	(1.15)
As at March 31, 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 for 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**
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, 2024	**228.39**	**401.19**	**203.49**	**448.97**	**171.08**	**3.93**	**1,457.05**

Notes:
i) The Group did not hold any immovable property during the year ended March 31, 2025 and March 31, 2024.
ii) The Group had pledged all movable assets to secure the borrowings of the Group (Refer note 14(i)).
iii) Refer note 30 for capital commitments.

5. Capital work in progress (CWIP)

Particulars	Amount
Cost	
As at April 1, 2023	**1.87**
Additions during the year	2.45
Capitalized during the year	(1.87)
As at March 31, 2024	**2.45**
Additions during the year	44.18
Capitalized during the year	(2.45)
As at March 31, 2025	**44.18**

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, 2024					
Projects-in-progress	2.45	-	-	-	2.45
Total	**2.45**	-	-	-	**2.45**

(i) The capital work-in-progress constitutes development expenses of leasehold improvements of the store/ 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.

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6. Right-of-Use (ROU) assets

Group as a lessee

The Group has entered into lease contracts for premises used for commercial purpose to carryout its business and operations i.e. office buildings, 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 with respect to short term leases.

Particulars	**Buildings**	**Total**
Cost		
As at April 1, 2023	**2,375.24**	**2,375.24**
Additions during the year*	2,208.95	2,208.95
Deletions/ derecognition during the year	(331.49)	(331.49)
As at March 31, 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**
Accumulated depreciation		
As at April 1, 2023	**494.19**	**494.19**
Charge for the year	710.68	710.68
Deletions/ derecognition during the year	(121.30)	(121.30)
As at March 31, 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**
Net book value		
As at March 31, 2025		**21,056.47**
As at March 31, 2024		**3,169.13**

* Includes prepaid rent arising from discounting of refundable security deposits of ₹ 387.40 million during the year (March 31, 2024: ₹ 50.74 million).

7. Intangible assets

Particulars	**Softwares**	**IT domain**	**Total**
At Cost			
As at April 1, 2023	**26.41**	-	**26.41**
Additions during the year	39.58	-	39.58
Disposals during the year	-	-	-
As at March 31, 2025	**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**
Accumulated depreciation			
As at April 1, 2023	**0.56**	-	**0.56**
Charge for the year	11.90	-	11.90
Disposals during the year	-	-	-
As at March 31, 2025	**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**
Net book value			
As at March 31, 2025			**57.45**
As at March 31, 2024			**53.53**

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8. Financial assets

(i) Investments

	As at March 31, 2025	As at March 31, 2024
Current		
Quoted - carried at fair value through profit or loss (FVTPL)		
Investment in mutual funds	23,809.74	-
Unquoted - carried at amortised cost		
Investment in commercial papers	19,940.34	-
Total	**43,750.08**	-

Investments carried at fair value through profit and loss account

Quoted
Investments in mutual funds

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
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	-	-
Kotak Liquid Fund Direct Growth	124,469	652.14	-	-
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	-	-
Axis Liquid Fund Direct Growth	132,143	381.05	-	-
Tata Corporate Bond Fund Direct Growth	29,913,394	369.80	-	-
Axis NBFC Index - Fund Direct Growth	24,998,750	260.85	-	-
Aditya Birla Sun Life Financial Services Debt Index Fund Direct Growth	24,998,750	255.75	-	-
Franklin India Liquid Fund Direct Growth	46,363	180.66	-	-
Mirae Asset Liquid Fund Direct Growth	59,616	163.32	-	-
HSBC Money Market Fund Direct Growth	5,946,907	161.48	-	-
Edelweiss Liquid Fund Direct Growth	47,911	160.56	-	-
Nippon India Financial Services - Index Fund Direct Growth	14,999,250	155.40	-	-
Aditya Birla Sun Life Financial Services Index Fund Direct Growth	11,479,909	118.40	-	-
Axis Bond Financial Services - Index Fund Direct Growth	9,999,500	102.96	-	-
HDFC Liquid Fund Direct Growth	19,668	100.18	-	-
DSP Liquidity Fund Direct Growth	27,008	100.15	-	-
Franklin India Money Market Direct Growth	1,968,386	100.05	-	-
Edelweiss Financial Services - Index Fund Direct Growth	8,999,550	92.61	-	-
Baroda BNP Money Market Fund Direct Growth	43,762	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	-	-
Aditya Birla Sunlife Liquid Fund Direct Growth	191,663	80.25	-	-
HSBC Liquid Fund Direct Growth	19,379	50.08	-	-
Groww Liquid Fund Direct Growth	8,390	21.09	-	-
HDFC Money Market Fund Direct Growth	3,500	20.01	-	-
		23,809.74	-	-

Investments carried at amortised cost

Unquoted
Investments in commercial paper

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
Piramal Enterprises Limited	10,000	4,838.96	-	-
IIFL Finance Limited	8,000	3,917.79	-	-
Nuvama Clearing Services Limited	6,000	2,899.85	-	-
Julius Baer Capital (India) Private Limited	5,000	2,455.77	-	-
Indostar Capital Finance Limited	3,000	1,481.03	-	-
Incred Financial Services Limited	2,400	1,172.16	-	-
Nuvama Wealth & Investment Limited	2,000	986.21	-	-
Angel One Limited	2,020	978.59	-	-
Arka Fincap Limited	1,500	725.94	-	-
Yes Securities (India) Limited	1,000	484.04	-	-
		19,940.34	-	-

	March 31, 2025	March 31, 2024
Aggregate amount of quoted investments and book value thereof	**23,032.70**	
Aggregate amount of quoted investments and market value thereof	**23,809.74**	-
Aggregate amount of unquoted investments	**19,940.34**	-
Aggregate amount of impairment in value of investments	-	-

8. Financial assets (continued)

(ii) Trade receivables and contract assets

Carried at amortised cost	As at March 31, 2025	As at March 31, 2024
Trade receivables - unsecured, considered good	17,908.43	3,236.85
Trade receivables - credit impaired	64.27	-
	17,972.70	**3,236.85**
Impairment allowance (allowance for doubtful debts)		
Trade receivables - credit impaired	(64.27)	-
Total	**17,908.43**	**3,236.85**

Trade receivables ageing schedule:

As at March 31, 2025

	Unbilled	Not due	Outstanding for following periods from due date of payment					
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables - considered good	1,076.80	13,483.88	3,347.75	-	-	-	-	17,908.43
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 bad and doubtful debts	-	-	-	(63.49)	(0.78)	-	-	(64.27)
Total trade receivables	**1,076.80**	**13,483.88**	**3,347.75**	-	-	-	-	**17,908.43**

As at March 31, 2024

	Unbilled	Not due	Outstanding for following periods from due date of payment					
			< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables– considered good	179.11	3,006.11	51.63	-	-	-	-	3,236.85
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
	179.11	**3,006.11**	**51.63**	-	-	-	-	**3,236.85**
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	-
Total trade receivables	**179.11**	**3,006.11**	**51.63**	-	-	-	-	**3,236.85**

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 are generally on 0 to 30 days' term.

c) There are no disputed trade receivables as at March 31, 2025 and March 31, 2024.

(iii) Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Balances with banks :		
- in current accounts	74.62	5,487.81
- in deposits account (with original maturity of less than three months)	1,560.32	8,168.08
	1,634.94	**13,655.89**

Note:

(a) 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.

(b) The Group pledges its short-term deposits in order to fulfil the collateral requirements for the term loan. As at March 31, 2025, the fair values of the short-term deposits pledged were Nil (March 31, 2024: ₹ 300.00 million).

(iv) Bank balances other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Deposits with original maturity of more than 3 months and less than 12 months*	4,023.08	2,941.00
Total	**4,023.08**	**2,941.00**

*Includes margin money deposit of ₹ 770.51 million (March 31, 2024: ₹ 1,200.00 million) placed as a lien against bank guarantees/ borrowings.

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(v) Other financial assets
Carried at amortised cost

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Security deposits	1,552.90	409.94	141.41	-
Bank deposits with original maturity of more than 12 months*				
- remaining maturity of less than 12 months	-	-	20,769.90	206.55
- remaining maturity of more than 12 months	4,229.72	79.17	-	-
Other receivables**	-	-	1,320.05	-
Total	**5,782.62**	**489.11**	**22,231.36**	**206.55**

*Includes margin money deposit of ₹ 125.64 million (March 31, 2024: ₹ 153.96 million) placed as a lien against bank guarantees/ borrowings.
**Other financial assets pertains to amount recoverable from payment gateways/ other receivables from vendors.

9. Income tax assets

	As at March 31, 2025	As at March 31, 2024
Non-current		
Tax deducted at source	691.12	114.87
	691.12	**114.87**

10. Other assets

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Capital advances	170.14	57.27	-	-
Balances with statutory/ government authorities	-	-	4,911.01	2,035.45
Prepaid expenses	8.51	-	185.54	20.34
Other advances*	-	-	40.21	1.40
	178.65	**57.27**	**5,136.76**	**2,057.19**
Unsecured, considered doubtful				
Advance to vendors	-	-	563.86	388.64
Less: Provision for doubtful advances	-	-	(103.03)	(112.32)
	-	-	**460.83**	**276.32**
Total	**178.65**	**57.27**	**5,597.59**	**2,333.51**

*Other advances pertains to the amount given for petty cash expenses.

11. Inventories
Valued at lower of cost or net realizable value

	As at March 31, 2025	As at March 31, 2024
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	**6,104.42**	**1,265.47**

*Out of total stock-in-trade ₹ 3,853.34 million (March 31, 2024: ₹ 553.70 million) is being held by third parties as on reporting date. The goods-in-transit amounting to ₹ 77.03 million (March 31, 2024: ₹ 55.88 million) included as part of stock-in-trade.
For the year ended March 31, 2025 ₹ 613.63 million (March 31, 2024: ₹ (79.23) million) 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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12. Share capital

	As at March 31, 2025	As at March 31, 2024
A) Authorized share capital*		
Equity shares of ₹ 5 each		
24,419,800,000 (March 31, 2024: 19,900,000 equity shares of ₹ 10 each)	122,099.00	199.00
Instruments entirely equity in nature		
Series A1- 657,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	6,570.00	-
Series A2- 207,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	2,070.00	-
Series A3- 143,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	1,430.00	-
Series A4- 2,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	20.00	-
Series A5- 24,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	240.00	-
Series A6- 78,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	780.00	-
Series A7- 20,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	200.00	-
Series B- 587,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	5,870.00	-
Series C- 765,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	7,650.00	-
Series D- 962,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,620.00	-
Series E- 985,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,850.00	-
Series F- 1,379,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	13,790.00	-
Series G- 981,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	9,810.00	-
1,000,000,000 (March 31, 2024: Nil) Compulsorily Convertible Preference Shares of ₹ 10 each	10,000.00	-
100,000 (March 31, 2024: 100,000) Optionally Convertible Redeemable Preference Shares of ₹ 10 each	1.00	1.00
Total	**200,000.00**	**200.00**

*During the year, 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).

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

	No. of shares	Amount
I) Equity shares (refer note below)		
As at April 1, 2023	**8,428,314**	**84.28**
Add: Issue of equity shares of ₹ 10 each	1,083,102	10.83
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 39)	(9,511,416)	(95.11)
As at March 31, 2024	-	-
Add: Issue of equity shares of ₹ 10 each (refer note 1 below)	3,380,209	33.80
Add: Issue of bonus shares of ₹ 10 each (refer note 2 below)	7,090,393,750	70,903.94
Less: Cancellation of equity shares of ₹ 10 each on account of common control transaction (refer note 3 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**

Notes:

1) The Holding Company has issued equity shares aggregating to 3,380,209 shares (March 31, 2024: 1,083,102) in accordance with section 62 of the Companies Act, 2013 to equity shareholders.

2) 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.

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

4) 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.

Terms and rights attached to equity shares

As at March 31, 2024, the Holding Company has 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). The Holding Company has equity shares having par value of ₹ 5 per share. 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 Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	No. of shares	Amount
As at April 1, 2023	-	-
Add: Issued during the year	-	-
As at March 31, 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 (refer note 39)		
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 (A)	**6,292,558,123**	**62,925.57**

*Amount rounded off to ₹ million

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12. 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

The Holding Company has seventeen 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 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 class of CCPS 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 class of 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.

	No. of shares	Amount
(ii) 0.01% Optionally Convertible Redeemable Preference shares ('OCRPS') of ₹ 10 per share (refer note below)		
As at April 1, 2023		
0.01% Series A OCRPS	8,182	-
0.01% Series B OCRPS	16,364	-
Add: Changes during the year	-	-
As at March 31, 2024	**24,546**	**-**
Add: Reclassified during the year (refer note 14 (i)(D))		
0.01% Series A OCRPS	8,182	60.11
0.01% Series B OCRPS	16,364	120.21
As at March 31, 2025 (B)	**24,546**	**180.32**
Total (A) + (B)	**6,292,582,669**	**63,105.89**

Terms and rights attached to OCRPS

The Holding Company has two classes of OCRPS having a par value of ₹ 10 per share, Series A & B OCRPS.
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 Agreement and the Articles.
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.

Note:

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.

Under the original terms, the OCRPS were redeemable at the earlier to occur of (a) liquidity event at the 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 million as of March 31, 2024. The change in fair value of ₹ 79.82 million was recognized as an expense in the Statement of Profit and Loss for the year ended March 31, 2024.

Subsequently, in the current year, 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 million up to the date of new SHA has been recognised as an expense in the statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 million has been reclassified from borrowings to equity instruments to the extent of ₹ 180.32 million and ₹ 67.26 million representing securities premium on the OCRPS has been reclassified to other equity.

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12. Share capital (continued)

(II) Instruments entirely equity in nature (continued)

C) Share suspense account

	As at March 31, 2025	As at March 31, 2024
Equity shares of ₹ 5 each		
Nil (March 31, 2024: 2,489,984,198) equity shares of ₹ 5 each	-	12,449.92
Subtotal (A)	**-**	**12,449.92**
0.01% Compulsorily convertible preference shares (CCPS) of ₹ 10 each		
Series A1- Nil (March 31, 2024: 656,005,005) 0.01% CCPS of ₹ 10 each	-	6,560.05
Series A2- Nil (March 31, 2024: 206,615,150) 0.01% CCPS of ₹ 10 each	-	2,066.15
Series A3- Nil (March 31, 2024: 142,112,111) 0.01% CCPS of ₹ 10 each	-	1,421.12
Series A4- Nil (March 31, 2024: 1,912,307) 0.01% CCPS of ₹ 10 each	-	19.12
Series A5- Nil (March 31, 2024: 23,913,808) 0.01% CCPS of ₹ 10 each	-	239.14
Series A6- Nil (March 31, 2024: 77,206,939) 0.01% CCPS of ₹ 10 each	-	772.07
Series A7- Nil (March 31, 2024: 19,130,548) 0.01% CCPS of ₹ 10 each	-	191.31
Series B- Nil (March 31, 2024: 586,132,316) 0.01% CCPS of ₹ 10 each	-	5,861.32
Series C- Nil (March 31, 2024: 764,152,491) 0.01% CCPS of ₹ 10 each	-	7,641.52
Series D- Nil (March 31, 2024: 961,645,587) 0.01% CCPS of ₹ 10 each	-	9,616.47
Series E- Nil (March 31, 2024: 984,323,118) 0.01% CCPS of ₹ 10 each	-	9,843.23
Subtotal (B)	**-**	**44,231.50**
Total (C) = (A) + (B)	**-**	**56,681.42**

(a) Reconciliation of share suspense account at the beginning and at the end of the reporting year

Equity shares of ₹ 5 per share	No. of shares	Amount
As at April 1, 2023	**2,489,984,198**	**12,449.92**
Add: Addition on account of common control transaction	-	-
As at March 31, 2024	**2,489,984,198**	**12,449.92**
Add: Addition 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	-	-
0.01% CCPS of ₹ 10 per share		
As at April 1, 2023	**3,438,826,262**	**34,388.26**
Add: Addition on account of common control transaction	984,323,118	9,843.23
As at March 31, 2024	**4,423,149,380**	**44,231.49**
Add: Addition 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)	(62,915.61)
As at March 31, 2025	-	-

(D) Details of shareholders holding more than 5% shares in the Holding Company

	As at March 31, 2025		As at March 31, 2024	
Name of shareholder	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 5 each				
Kavit Dilip Palicha	1,210,132,321	48.09%	-	-
Jaideep Vohra	1,008,443,601	40.07%	-	-
Aadit Kavit Palicha	134,459,146	5.34%	-	-
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	522,261,736	79.61%	-	-
Oliver & Lish Jung	40,173,405	6.12%	-	-
Series A2				
Y Combinator ES20, LLC	133,917,575	64.81%	-	-
Contrary ZEP Holdings, LLC	38,262,342	18.52%	-	-
Nexus Ventures VII Holdings, LLC	15,304,687	7.41%	-	-
KiranaKart SPV1 Pte. Ltd.	10,947,215	5.30%	-	-
Series A3				
Rocket Internet Capital Partners II SCS	82,535,506	58.08%	-	-
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	27,328,821	19.23%	-	-
Rocket Internet Capital Partners (Euro) II SCS	26,782,270	18.85%	-	-
Series A4				
Nidhi Manik Trust	1,912,307	100.00%	-	-
Series A5				
Contrary ZEP Holdings, LLC	23,913,808	100.00%	-	-
Series A6				
Oliver & Lish Jung	68,325,166	88.50%	-	-
KiranaKart SPV1 Pte. Ltd.	8,881,773	11.50%	-	-
Series A7				
Crimson Holdings LLC	19,130,548	100.00%	-	-

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12. Share capital (continued)

(D) Details of shareholders holding more than 5% shares in the Holding Company (continued)

Name of shareholder	As at March 31, 2025 No. of shares	As at March 31, 2025 % holding	As at March 31, 2024 No. of shares	As at March 31, 2024 % holding
Series B				
Glade Brook Private Investors XXXIV LP	311,370,034	53.12%	-	-
Nexus Ventures VI Holdings, LLC	100,606,566	17.16%	-	-
LGF Scale (Mars) Limited [Lachy Groom]	92,718,296	15.82%	-	-
Contrary ZEP Holdings, LLC	29,336,993	5.01%	-	-
Series C				
YCC20, L.P.	277,877,256	36.36%	-	-
LGF Scale (Mars) Limited [Lachy Groom]	194,513,830	25.45%	-	-
Nexus Ventures VI Holdings, LLC	152,831,495	20.00%	-	-
Rocket Internet Capital Partners II SCS	46,154,347	6.04%	-	-
Series D				
YCC20 (India) Ltd.	226,271,089	23.53%	-	-
LGF Scale II (Mars) Limited	169,703,628	17.65%	-	-
Razor Ventures Zepto LLC	124,166,797	12.91%	-	-
Nexus Ventures VI Holdings, LLC	113,134,922	11.76%	-	-
Kaiser Permanente Group Trust	101,821,678	10.59%	-	-
Kaiser Foundation Hospitals	67,880,704	7.06%	-	-
Glade Brook Private Investors XXXIV LP	59,961,309	6.24%	-	-
Oliver Jung [individual capacity]	48,874,654	5.08%	-	-
Series I D (partly paid-up)				
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%	-	-
Nexus Ventures VII Holdings, LLC	209,208,472	21.25%	-	-
Goodwater Infinity III, L.P.	104,604,236	10.63%	-	-
Glade Brook Private Investors XXXIV LP	87,867,807	8.93%	-	-
LGF Scale II (Mars) Limited	83,683,388	8.50%	-	-
Springblue B-III SPV (Z), L.P.	75,314,552	7.65%	-	-
Oliver & Lish Jung	66,945,715	6.80%	-	-
Series F				
StepStone VC Zepto, LLC	357,203,173	25.92%	-	-
Nexus Ventures VII Holdings, LLC	276,769,213	20.08%	-	-
Glade Brook Private Investors XXXIV LP	281,027,086	20.39%	-	-
ZPT Holdings Limited	149,029,289	10.81%	-	-
AZO4 LLC	106,449,314	7.72%	-	-
Avra SPV Z, LLC	80,900,831	5.87%	-	-
Series G				
GC India Investment Holdings - Group XII - Endurance, Ltd.	154,235,846	31.40%	-	-
GC India Investment Holdings - Bear Coast (Ventures), Ltd.	154,235,846	31.40%	-	-
Mars Equity - Dragon Fund	77,117,300	15.70%	-	-
StepStone VC Zepto, LLC	46,270,131	9.42%	-	-
Lightspeed Opportunity Fund II, L.P.	41,643,740	8.48%	-	-
Series I F				
Ramdeo Agarwal	8,642	50.00%	-	-
Vimla Oswal	8,642	50.00%	-	-
Series I G				
Epiq capital II	52,819	5.32%	-	-
Series II G				
Claypond Capital Partners Private Limited	125,747	12.67%	-	-
0.01% OCRPS of ₹ 10 each				
Series A				
Stride Ventures Debt Fund II	8,182	100.00%	-	-
Series B				
Alteria Capital Fund II Scheme 1	16,364	100.00%	-	-

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12. Share capital (continued)

(D) Details of shareholders holding more than 5% shares in the Holding Company (continued)

Share suspense

	As at March 31, 2025		As at March 31, 2024	
Name of shareholder	**No. of shares**	**% holding**	**No. of shares**	**% holding**
Equity shares of ₹ 5 each				
Kavit Dilip Palicha	-	-	1,210,132,321	48.60%
Jaideep Vohra	-	-	1,008,443,601	40.50%
Aadit Kavit Palicha	-	-	134,459,146	5.40%
0.01% CCPS of ₹ 10 each				
Series A1				
Nexus Ventures VI Holdings, LLC	-	-	522,261,736	79.61%
Oliver & Lish Jung	-	-	40,173,405	6.12%
Series A2				
Y Combinator ES20, LLC	-	-	133,917,575	64.81%
Contrary ZEP Holdings, LLC	-	-	38,262,342	18.52%
Nexus Ventures VII Holdings, LLC	-	-	15,304,687	7.41%
KiranaKart SPV1 Pte. Ltd.	-	-	10,947,215	5.30%
Series A3				
Rocket Internet Capital Partners II SCS	-	-	82,535,506	58.08%
Global Founders Capital GmbH & Co. Beteiligungs KG Nr. 1	-	-	27,328,821	19.23%
Rocket Internet Capital Partners (Euro) II SCS	-	-	26,782,270	18.85%
Series A4				
Nidhi Manik Trust	-	-	1,912,307	100.00%
Series A5				
Contrary ZEP Holdings, LLC	-	-	23,913,808	100.00%
Series A6				
Oliver & Lish Jung	-	-	68,325,166	88.50%
KiranaKart SPV1 Pte. Ltd.	-	-	8,881,773	11.50%
Series A7				
Crimson Holdings LLC	-	-	19,130,548	100.00%
Series B				
Glade Brook Private Investors XXXIV LP	-	-	311,370,034	53.12%
Nexus Ventures VI Holdings, LLC	-	-	100,606,566	17.16%
LGF Scale (Mars) Limited [Lachy Groom]	-	-	92,718,296	15.82%
Contrary ZEP Holdings, LLC	-	-	29,336,993	5.01%
Series C				
YCC20, L.P.	-	-	277,877,256	36.36%
LGF Scale (Mars) Limited [Lachy Groom]	-	-	194,513,830	25.45%
Nexus Ventures VI Holdings, LLC	-	-	152,831,495	20.00%
Rocket Internet Capital Partners II SCS	-	-	46,154,347	6.04%
Series D				
YCC20 (India) Ltd.	-	-	226,271,089	23.53%
LGF Scale II (Mars) Limited	-	-	169,703,628	17.65%
Razor Ventures Zepto LLC	-	-	124,166,797	12.91%
Nexus Ventures VI Holdings, LLC	-	-	113,134,922	11.76%
Kaiser Permanente Group Trust	-	-	101,821,678	10.59%
Kaiser Foundation Hospitals	-	-	67,880,704	7.06%
Glade Brook Private Investors XXXIV LP	-	-	59,961,309	6.24%
Oliver Jung [individual capacity]	-	-	48,874,654	5.08%
Series E				
StepStone VC Zepto, LLC	-	-	271,134,379	27.55%
Nexus Ventures VII Holdings, LLC	-	-	209,208,472	21.25%
Goodwater Infinity III, L.P.	-	-	104,604,236	10.63%
Glade Brook Private Investors XXXIV LP	-	-	87,867,807	8.93%
LGF Scale II (Mars) Limited	-	-	83,683,388	8.50%
Springblue B-III SPV (Z), L.P.	-	-	75,314,552	7.65%
Oliver & Lish Jung	-	-	66,945,715	6.80%

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12. Share capital (continued)

(E) Details of promoter's shareholding in the Holding Company

	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
Equity shares of ₹ 5 each					
As at March 31, 2025					
Aadit Kavit Palicha	-	134,459,146	134,459,146	5.34%	5.34%
Kaivalya Vohra	-	112,049,289	112,049,289	4.45%	4.45%
Kavit Palicha, as trustee for Lazarus Trust	-	1,210,132,321	1,210,132,321	48.09%	48.09%
Jaideep Vohra, as trustee for The Vohra Trust	-	1,008,443,601	1,008,443,601	40.07%	40.07%
As at March 31, 2024					
Aadit Kavit Palicha	-	-	-	-	-
Kaivalya Vohra	-	-	-	-	-
Share suspense					
As at March 31, 2025					
Aadit Kavit Palicha	134,459,146	(134,459,146)	-	-	(5.40%)
Kaivalya Vohra	112,049,289	(112,049,289)	-	-	(4.50%)
Kavit Palicha, as trustee for Lazarus Trust	1,210,132,321	(1,210,132,321)	-	-	(48.60%)
Jaideep Vohra, as trustee for The Vohra Trust	1,008,443,601	(1,008,443,601)	-	-	(40.50%)
As at March 31, 2024					
Aadit Kavit Palicha	134,459,146	-	134,459,146	5.40%	-
Kaivalya Vohra	112,049,289	-	112,049,289	4.50%	-
Kavit Palicha, as trustee for Lazarus Trust	1,210,132,321	-	1,210,132,321	48.60%	-
Jaideep Vohra, as trustee for The Vohra Trust	1,008,443,601	-	1,008,443,601	40.50%	-

(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 35.

(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 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.

13. Other equity

	As at March 31, 2025	As at March 31, 2024
Retained earnings	(18,401.94)	(29,142.55)
Securities premium	-	-
Other comprehensive income	(111.78)	(35.32)
Capital reserve/ (Amalgamation adjustment deficit account)	24,382.88	(11,927.14)
Share based payment reserve	4,138.77	1,141.29
Foreign currency translation reserve	-	454.24
Other reserve	164.98	-
Closing balance	**10,172.91**	**(39,509.48)**
a) Retained earnings		
Opening balance	(29,142.55)	(16,732.05)
Add: Loss for the year	(46,997.14)	(12,147.94)
Add: Share issue expenses	(89.84)	(262.56)
Add: Offset of debit balance of retained earnings with securities premium and capital reserve (refer note 39)	57,827.59	-
Closing balance	**(18,401.94)**	**(29,142.55)**
b) Securities premium		
Opening balance	-	-
Add: Issue of equity shares	89,488.54	12,484.17
Add: Issue of CCPS	31,493.28	-
Add: Premium towards OCRPS reclassification	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)	(12,484.17)
Less: Offset of debit balance of retained earnings with securities premium and capital reserves (refer note 39)	(31,506.16)	-
Closing balance	-	-
c) Other comprehensive income		
Opening balance	(35.32)	4.32
Less: Remeasurement loss on defined benefit plans	(76.46)	(39.64)
Closing balance	**(111.78)**	**(35.32)**

13. Other equity (continued)

	As at March 31, 2025	As at March 31, 2024
d) Capital reserve/ (Amalgamation adjustment deficit account)		
Opening balance	(11,927.14)	(21,553.01)
Add: Reserves arising on account of common control transaction (refer note 39)	62,243.11	9,625.87
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 reserves (refer note 39)	(26,321.43)	-
Closing balance	**24,382.88**	**(11,927.14)**
e) Foreign currency translation reserve		
Opening balance	454.24	312.29
Less: Reserves arising on account of common control transaction (refer note 39)	(65.90)	141.95
Less: Reclassification of FCTR on account of common control transaction	(388.34)	-
Closing balance	-	**454.24**
f) Share based payment reserve		
Opening balance	1,141.29	385.95
Add: Reserves arising on account of common control transaction (refer note 39)	2,358.29	755.34
Add: Share based payment expense	639.19	-
Closing balance	**4,138.77**	**1,141.29**
g) Other reserves		
Opening balance	-	-
Add: Fair value of share warrant (refer note 25)	32.21	-
Add: Capital contribution from shareholder (refer note 25 (b))	132.77	-
Closing balance	**164.98**	-

Nature and purpose of reserves

Retained earnings
Retained earnings are the profits/ (loss) that the Group has earned/ incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Also refer note 39.

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.

Other comprehensive income
This pertains to re-measurement (loss)/ gain on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

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 KKPTE on account of common control transaction.

Foreign currency translation reserve
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).

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
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 reserve is towards the fair value of the warrant and would be utilised upon exercise of warrant shares. It also includes fair valuation changes on financial instruments (refer note 25).

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14. Financial liabilities

(i) Borrowings

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Secured - carried at amortised cost :				
Non convertible redeemable debentures ('NCD') (refer note (A) below)	-	274.87	-	697.08
Term loan (refer note (B) below)	-	292.42	-	111.92
Working capital loan (refer note (C) below)	-	-	-	260.00
Secured - carried at fair value through profit and loss ('FVTPL'):				
0.01% Series A OCRPS (refer note (D) below)	82.53	26.62	-	-
0.01% Series B OCRPS (refer note D) below)	165.05	53.23	-	-
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)	-	-	-
	-	**647.14**	-	**1,069.00**

Notes:

A) Non-Convertible Debentures

Series A

On June 30, 2022, Group issued Series A Fund II and III unlisted, secured by total assets, redeemable NCD of face value of ₹ 1,000,000 each. NCD shall carry an interest rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 15.21%.

30 equal monthly installments of principal amount of ₹ 31.22 million commencing from December 2022. However, the same has been fully repaid on May 10, 2024.

Series C

On July 26, 2022, Group issued 2,500 Series C unrated, unlisted, secured by all movable fixed assets and current assets, redeemable, NCD of face value of ₹ 100,000 each. NCD shall carry a coupon rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 14.61%.

8 equal quarterly installments of principal amount of ₹ 31.25 million commencing from October 2022, accordingly the same has been fully repaid on July 26, 2024.

Series D

On August 1, 2022, Group issued 5,000 Series D unlisted, secured by all movable fixed assets and current assets, redeemable, non-convertible debenture of face value of ₹ 100,000 each. NCD shall carry a interest rate of 13.75% p.a. payable monthly. Effective interest rate for the said NCD is 15.66%.

25 equal monthly installments of principal amount of ₹ 20.00 million commencing from November 2022, accordingly the same has been fully repaid on May 10, 2024.

Series E

On December 29, 2023, Group issued 5,000 Series E unlisted, secured by all movable fixed assets and current assets, redeemable, non-convertible debenture of face value of ₹ 100,000 each. NCD shall carry a interest rate of 12.50% p.a. payable monthly. Effective interest rate for the said NCD is 13.73%.

27 equal monthly installments of principal amount of ₹ 18.51 million commencing from April 2024. However, the same has been fully repaid on May 10, 2024.

B) Term loan

During the previous year, the Group had taken term loan from banks secured by all movable fixed assets and current assets amounting to ₹ 404.33 million for the purpose of capital expenditure at the interest rate of 9.75%. The term loan had to be repaid over the period of 3 years with monthly installment starting from May 7, 2024 (36 installments). The said term loan has been fully repaid on December 19, 2024.

C) Working capital loan

During the previous year, the Group had taken working capital loan secured by all movable fixed assets and current assets amounting to ₹ 140.00 million and ₹ 120.00 million for a period of 12 days and 11 days respectively. On April 2, 2024, the entire loan of ₹ 260.00 million has been repaid.

D) Preference shares

Under the original terms, the OCRPS were redeemable at the earlier to occur of (a) liquidity event at the KKPTE, amalgamating company (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 amalgamating 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 million as of March 31, 2024. The change in fair value of ₹ 79.82 million was recognized as an expense in the 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 in the current year, 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 million up to the date of new SHA has been recognised as an expense in the statement of profit and loss and the fair value of OCRPS liability amounting to ₹ 247.58 million has been reclassified from borrowings to Instruments entirely equity in nature to the extent of ₹ 180.32 million and ₹ 67.26 million representing securities premium on the OCRPS has been reclassified to other equity. Also refer note 39.

(ii) Lease liabilities

Carried at amortised cost

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Lease liabilities (refer note 28)	18,354.26	2,691.34	3,524.22	729.80
Total	**18,354.26**	**2,691.34**	**3,524.22**	**729.80**

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14. Financial liabilities (continued)

(iii) Trade payables
Carried at amortised cost

	As at March 31, 2025	As at March 31, 2024
(I) Total outstanding dues of micro enterprises and small enterprises	4,682.08	755.36
(II) Total outstanding dues of other than micro enterprises or small enterprises	18,585.74	5,059.65
Total	**23,267.82**	**5,815.01**

Trade payables ageing schedule:

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 trade payables	**5,891.45**	**14,559.49**	**2,761.55**	**55.33**	**-**	**-**	**23,267.82**

As at March 31, 2024

	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	209.43	-	543.23	1.87	0.83	-	755.36
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,750.80	-	3,295.10	8.83	4.92	-	5,059.65
Total trade payables	**1,960.23**	**-**	**3,838.33**	**10.70**	**5.75**	**-**	**5,815.01**

Notes:

a) Trade payables 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.

b) There are no disputed trade payables as at March 31, 2025 and March 31, 2024.

(iv) Other financial liabilities - current
Carried at amortised cost unless otherwise stated

	As at March 31, 2025	As at March 31, 2024
Payables to creditors for capital goods	1,448.32	-
Payable to employees	480.26	180.14
Franchisee deposits	1,013.19	82.50
Derivative liabilities measured at fair value*	8.06	-
Other financial liabilities**	24.91	34.14
Total	**2,974.74**	**296.78**

*The Group has foreign currency purchase forward contracts to offset the risk of foreign currency fluctuation on payables. As on March 31, 2025, outstanding contracts are for purchase of USD 4.5 million (USD/ INR) (March 31, 2024: Nil).

**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, 2025	As at March 31, 2024
Principal amount due to micro and small enterprises	4,653.29	729.58
Interest due on above	28.79	25.78
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	-	-
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	-	-

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14. Financial liabilities (continued)

(vi) Change in liabilities arising from financing activities

Particulars	Opening balance	Cash flows	Non-cash movement	Closing balance
March 31, 2025				
Optionally convertible redeemable preference shares (including fair value change)	79.85	67.47	(147.32)	-
Non-convertible redeemable debentures (including interest)	971.95	(971.95)	-	-
Term loan (including interest)	404.34	(404.34)	-	-
Working capital loan (including interest)	260.00	(260.00)	-	-
Lease liabilities (including interest)	3,421.14	(2,912.35)	21,369.69	21,878.48
Total liabilities from financing activities	**5,137.28**	**(4,481.17)**	**21,222.37**	**21,878.48**
March 31, 2024				
Optionally convertible redeemable preference shares (including fair value change)	0.03	-	79.82	79.85
Non-convertible redeemable debentures (including interest)	1,209.25	(237.30)	-	971.95
Term loan (including interest)	-	404.34	-	404.34
Working capital loan (including interest)	-	260.00	-	260.00
Lease liabilities (including interest)	2,005.93	(853.89)	2,269.10	3,421.14
Total liabilities from financing activities	**3,215.21**	**(426.85)**	**2,348.92**	**5,137.28**

15. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Statutory liabilities*	1,012.62	189.42
Contract liabilities		
Advance from customers	421.34	-
Refund liability for expected sales return	231.55	-
Deferred revenue	80.17	1.72
Other payables	1,486.64	0.70
Total	**3,232.32**	**191.84**

*Statutory dues include provident fund, professional tax, withholding taxes and goods and services tax payable.

Contract liabilities - movement during the year

	Refund liability for expected sales return	Advance from customers	Deferred revenue
Balance as at April 1, 2023	-	4.35	-
Arising during the year	-	-	1.72
Utilised during the year	-	(4.35)	-
Balance as at March 31, 2024	-	-	**1.72**
Arising during the year	231.55	3,216.69	288.83
Utilised during the year	-	(2,795.35)	(210.38)
Balance as at March 31, 2025	**231.55**	**421.34**	**80.17**

16. Provisions

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (refer note 34)	312.47	125.77	0.64	0.13
Provision for compensated absences	-	-	430.70	165.87
Total	**312.47**	**125.77**	**431.34**	**166.00**

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17. Revenue from operations

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers		
Sale of goods		
Sale of traded goods	91,447.72	39,051.89
Sale of services		
Service revenue	19,603.08	5,476.13
Total	**111,050.80**	**44,528.02**
Other operating revenue		
Scrap sales	44.53	17.14
Others	4.14	-
Total	**111,099.47**	**44,545.16**

17.1. (a) Disaggregated revenue information

Sale of goods		
Sale of traded goods	91,447.72	39,051.89
	91,447.72	**39,051.89**
Sale of services		
Warehousing, packaging and last mile charges	12,055.84	4,984.41
Platform services	997.89	-
Advertisement revenue	6,512.41	491.72
License (IP) charges	13.39	-
Franchisee fees	23.55	-
	19,603.08	**5,476.13**

(b) Timing of revenue recognition

Products and services rendered at a point in time	92,420.07	39,069.03
Services transferred over time	18,679.40	5,476.13
Total	**111,099.47**	**44,545.16**

(c) Geographical location of revenue recognition

Within India	111,099.47	44,545.16
Outside India	-	-
Total	**111,099.47**	**44,545.16**

17.2. Contract balances:

	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables (refer note 8(ii))	17,908.43	3,236.85	708.17
Contract liabilities (refer note 15)	733.06	1.72	4.35

Notes:

a) Trade receivables are non-interest bearing and generally carry credit period of 0 to 30 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.

17.3. 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 30 days from raising invoice.

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18. Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Interest income under the effective interest method on financial assets carried at amortised cost		
Fixed deposit and other investments	3,189.41	716.19
Security deposits	50.59	19.72
(b) Other non operating income:		
Income on financial assets carried at FVTPL		
Gain on sale of mutual fund units (net)	842.20	126.10
Fair value gain on mutual fund units	777.04	-
Gain on termination of lease contracts	53.34	24.52
Interest on income tax refund	5.28	5.53
Miscellaneous income	10.21	4.50
Total	**4,928.07**	**896.56**

19. Purchase of traded goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of traded goods	100,260.18	34,626.73
Total	**100,260.18**	**34,626.73**

20. Change in inventories of traded goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance		
Stock-in-trade (including goods in transit)	1,251.31	1,556.01
Right to return asset	-	-
Packing material	14.16	21.32
Total opening balance	**1,265.47**	**1,577.33**
Closing 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 closing balance	**6,104.42**	**1,265.47**
(Increase)/ decrease in inventory		
Stock-in-trade (including goods in transit)	(4,531.45)	304.70
Right to return asset	(226.85)	-
Packing material	(80.65)	7.16
Change in inventories of traded goods	**(4,838.95)**	**311.86**

21. Delivery and handling expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Delivery and handling expense*	16,048.78	5,809.24
Total	**16,048.78**	**5,809.24**

*This encompasses all costs associated with the supply chain operations undertaken by the Group for order fulfilment.

22. Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	8,274.06	3,231.23
Contribution to provident and other funds	147.39	81.13
Gratuity expense (refer note 34)	110.78	48.12
Share based payment expense (refer note 35)	3,234.46	737.55
Staff welfare expenses	648.87	166.68
Total	**12,415.56**	**4,264.71**

23. Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on financial liabilities measured at amortised cost:		
- Borrowings (refer note 14(i))	92.14	175.69
- Lease liabilities (refer note 28)	1,272.18	366.71
Bank and finance charges	3.63	23.77
Total	**1,367.95**	**566.17**

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24. Depreciation and amortisation expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 4)	1,305.66	487.22
Amortisation of intangible assets (refer note 7)	14.66	11.90
Depreciation of right-of-use (ROU) assets (refer note 6)	2,720.43	710.68
Total	**4,040.75**	**1,209.80**

25. Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Warehousing expenses	13,818.09	4,954.86
Advertisement expenses	11,866.61	3,035.49
Software expenses	2,290.47	1,146.30
Power and fuel	1,135.89	337.85
Store and franchisee expenses	1,032.88	417.21
Legal and professional fees	885.47	372.59
Rent (refer note 28)	450.96	139.37
Repairs and maintenance		
- Plant and machinery	225.65	68.66
- Others	80.99	20.61
Payment gateway charges	166.17	-
Travelling and conveyance expenses	166.13	56.80
Rates and taxes	203.46	9.46
Membership and subscription	72.20	1.96
Insurance charges	79.64	13.28
Sundry assets written off	63.04	-
Foreign exchange loss (net)	42.24	-
Payment to auditor (refer note (a) below)	24.00	8.50
Communication charges	180.76	18.57
Fair value loss on financial instruments at fair value through profit or loss (refer note (b) & (c) below)	233.03	79.82
Provision for doubtful debts and advances	54.98	26.44
Fair value of share warrant	32.21	-
Fair value loss on forward contracts	8.06	-
Loss on sale of property, plant and equipment	-	0.17
Miscellaneous expenses	3.49	15.69
Total	**33,116.42**	**10,723.63**

Notes:

(a) Auditor remuneration includes:-		
Statutory audit fees	23.00	8.00
Reimbursement of expenses	1.00	0.50
Total	**24.00**	**8.50**

(b) It includes fair value loss on OCRPS amounting to ₹ 100.26 million (March 31, 2024: 79.82 million) and fair value increase in diluted stake issuable to the shareholders amounting to ₹132.77 million (March 31, 2024 : Nil) for the year ended March 31, 2025.

(c) 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 Series A, Series B, Series C and Series D CCPS 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.

26. Exceptional items

	For the year ended March 31, 2025	For the year ended March 31, 2024
Merger related expenses (refer note below)	571.18	-
	571.18	**-**

Note:
Pertains to common control transaction related expenses incurred by the Group in connection with stamp duty paid on merger amounting to ₹ 500.00 million (March 31, 2024: Nil) and other expenses amounting to ₹ 71.18 million (March 31, 2024: Nil).

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27. 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 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 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, 2025	For the year ended March 31, 2024
Loss during the year attributable to equity holders of the Holding Company (a)	(46,997.14)	(12,147.94)
Weighted average number of ordinary shares outstanding for calculation of basic and diluted EPS (b)	12,660,940,789	10,556,354,804
Basic and diluted loss per share (₹ per share) (a)/(b)*	(3.71)	(1.15)

*In view of losses in the current year and previous year, ESOPs which are anti-dilutive have been ignored in the calculation of diluted EPS. Accordingly, there is no variation between basic and diluted EPS.

28. 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, 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, 2025 is 10.50% (March 31, 2024: 13.75%).
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 Statement of Profit and Loss. Also refer note 6 & 14(ii).

The changes in the carrying values of lease liabilities are as follows:	As at March 31, 2025	As at March 31, 2024
Opening balance	3,421.14	2,005.93
Additions during the year	20,461.31	2,137.09
Reduction in liability on account of termination of leases	(363.80)	(234.70)
Accretion of interest	1,272.18	366.71
Payments during the year	(2,912.35)	(853.89)
Closing balance	**21,878.48**	**3,421.14**

The maturity analysis of lease liabilities are disclosed in note 32(b).

The following are the amounts recognized in statement of profit or loss:

	As at March 31, 2025	As at March 31, 2024
Gain on termination of lease contracts (refer note 18)	(53.34)	(24.52)
Interest expense on lease liabilities (refer note 23)	1,272.18	366.71
Depreciation of right-of-use assets (refer note 24)	2,720.43	710.68
Expenses relating to short-term leases (refer note 25)	450.96	139.37
Total amount recognised in statement of profit or loss	**4,390.23**	**1,192.24**

The Group had total cash outflows for leases (including short-term leases) of ₹ 3,363.31 million for the year ended March 31, 2025 (March 31, 2024: ₹ 993.26 million). 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.

29. 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)
Zepto Property Management Private Limited (w.e.f. November 4, 2024)
Kiranakart Software Solutions Private Limited (w.e.f. November 18, 2024)
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)

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29. Related party disclosures (continued)

(a) Names of related parties and related party relationship (continued)

(iii) Key managerial personnel:

Mr. Aadit Palicha, Director of Holding Company (w.e.f. February 4, 2025)
Mr. Kaivalya Vohra, Director of Holding Company
Mr. Nikhil Kumar Mittal, Director of Holding Company (till March 12, 2025)
Mr. Nikhil Kumar Mittal, Director of subsidiary company
Mr. Samad Iqbal Shariff, Company Secretary (w.e.f. December 3, 2024)
Mr. Vinay Dhanani, Director of subsidiary Company (w.e.f. April 22, 2022)
Ms. Megha Hegde, Company Secretary (w.e.f August 2, 2024 till October 15, 2024)

(iv) Relative of KMP

Mr. Jaideep Vohra (relative of Director)

(b) Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Relationship	Nature of transactions	For the year ended March 31, 2025	For the year ended March 31, 2024
A) Transactions during the year:			
i) Key managerial personnel			
Mr. Aadit Palicha	Remuneration *	15.00	15.00
Mr. Kaivalya Vohra	Remuneration *	15.00	15.00
Mr. Nikhil Kumar Mittal	Remuneration *	19.95	19.28
Mr. Vinay Dhanani	Remuneration *	29.14	25.84
Mr. Samad Iqbal Shariff	Remuneration *	2.55	-
Ms. Megha Hegde	Remuneration *	0.47	-
ii) Parties over which relative of key management personnel is able to exercise significant influence			
Modulus Hospitality Services LLP	Services received	3.93	2.78
(iii) Relatives of key managerial personnel (KMP)			
Mr. Jaideep Vohra (relative of Director)	Services received	0.08	0.27

B) Balances as at the year end

Name of the party	Nature of balances	As at March 31, 2025	As at March 31, 2024
Mr. Aadit Palicha	Salary payable	3.04	15.26
Mr. Kaivalya Vohra	Salary payable	10.72	19.46

*The remuneration to the key managerial personnel 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.

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, 2025 and March 31, 2024, 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.

30. Commitments and contingencies

	As at March 31, 2025	As at March 31, 2024
(i) Commitments		
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	796.66	146.55
(ii) Contingent liabilities		
Pending litigations*	20.10	27.10

*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 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 financial statements.

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31. 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	As at March 31, 2025	As at March 31, 2024
Carried at amortised cost		
Investment in commercial papers (refer note 8(i))	19,940.34	-
Trade receivables (refer note 8(ii))	17,908.43	3,236.85
Cash and cash equivalents (refer note 8(iii))	1,634.94	13,655.89
Bank balances other than cash and cash equivalents (refer note 8(iv))	4,023.08	2,941.00
Other financial assets (refer note 8(v))	28,013.98	695.66
	71,520.77	**20,529.40**
Measured at fair value through profit and loss		
Investment in mutual funds (refer note 8(i))	23,809.74	-
	23,809.74	**-**
Financial liabilities		
Carried at amortised cost		
Borrowings (refer note 14(i))	-	1,636.29
Lease liabilities (refer note 14(ii))	21,878.48	3,421.14
Trade payables (refer note 14(iii))	23,267.82	5,815.01
Other financial liabilities (refer note 14(iv))	2,966.68	296.78
	48,112.98	**11,169.22**
Measured at fair value through profit and loss		
Financial liabilities of OCRPS (refer note 14(i))	-	79.85
Derivative liabilities (refer note 14(iv))	8.06	-
	8.06	**79.85**

(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 between Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and March 31, 2024.

(i) The following table provides the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at year end:

	As at March 31, 2025	As at March 31, 2024
Financial assets		
Level 1		
Investment in mutual funds (refer note 8(i))	23,809.74	-

The mutual funds are fair valued using the NAV as at balance sheet date.

	As at March 31, 2025	As at March 31, 2024
Financial liabilities		
Level 2		
Derivative liabilities (refer note 14(iv))	8.06	-
Level 3		
Financial liabilities of OCRPS (refer note 14(i))	-	79.85

The optionally convertible redeemable preference shares with redemption and conversion are fair valued from an independent valuer.

(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

Level 3

Type	Valuation technique	Significant unobservable inputs	Sensitivity analysis
As at March 31, 2024 **Optionally convertible redeemable preference shares**	Discounted Cash Flow method ('DCF') and Option Pricing backsolve Method ('OPM').	Weighted Average Cost of Capital ('WACC') (21.20%) and Share price of the Holding Company.	Increase/ (decrease) in share price of the Holding Company by 5% would result in increase/ (decrease) in OCRPS liability by ₹ 12.38/ (₹ 12.38).

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31. Financial instruments - category and fair value hierarchy (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, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets carried at amortised cost				
Investment in commercial papers (refer note 8(i))	19,940.34	19,940.34	-	-
Trade receivables (refer note 8(ii))	17,908.43	17,908.43	3,236.85	3,236.85
Cash and cash equivalents (refer note 8(iii))	1,634.94	1,634.94	13,655.89	13,655.89
Bank balances other than cash and cash equivalents (refer note 8(iv))	4,023.08	4,023.08	2,941.00	2,941.00
Other financial assets (refer note 8(v))	28,013.98	28,013.98	695.66	695.66
Total	**71,520.77**	**71,520.77**	**20,529.40**	**20,529.40**
Financial assets measured at fair value through profit and loss				
Investment in mutual funds (refer note 8(i))	23,809.74	23,809.74	-	-
Total	**23,809.74**	**23,809.74**	**-**	**-**
Financial liabilities carried at amortised cost				
Borrowings (refer note 14(i))	-	-	1,636.29	1,636.29
Lease liabilities (refer note 14(ii))	21,878.48	21,878.48	3,421.14	3,421.14
Trade payables (refer note 14(iii))	23,267.82	23,267.82	5,815.01	5,815.01
Other financial liabilities (refer note 14(iv))	2,966.68	2,966.68	296.78	296.78
Total	**48,112.98**	**48,112.98**	**11,169.22**	**11,169.22**
Financial liabilities measured at fair value through profit and loss				
Borrowings (refer note 14(i))	-	-	79.85	79.85
Derivative liabilities (refer note 14(iv))	8.06	8.06	-	-
Total	**8.06**	**8.06**	**79.85**	**79.85**

(d) The following tables shows a reconciliation from the opening balance to the closing balance for level 3 fair values.

	As at March 31, 2025	As at March 31, 2024
Opening balance	79.85	0.03
Loss recognised during the year	167.73	79.82
Reclassifications during the year (refer note 14 (i)(D))	(247.58)	-
Closing balance	-	**79.85**

32. 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 loans, 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 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 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 three months.

The changes in respect of allowance for expected credit losses is as follows:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Allowances for credit loss for trade receivables (refer note 8(ii))		
Opening balance	-	-
Allowance created during the year	64.27	-
Total	**64.27**	**-**
Allowances for credit loss for other assets (refer note 10)		
Opening balance	112.32	-
Allowance created during the year	(9.29)	112.32
Total	**103.03**	**112.32**

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32. Financial risk management objectives and policies (continued)

(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.

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, 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	2,974.74	-	-	2,974.74
Total undiscounted financial liabilities	**31,813.42**	**19,172.33**	**3,883.51**	**54,869.26**

	March 31, 2024			
	< 1 year	1 to 5 years	> 5 years	Total
Financial liabilities (current and non-current)				
Borrowings	1,069.00	647.14	-	1,716.14
Trade payables	5,815.01	-	-	5,815.01
Lease liabilities	1,119.87	3,081.12	66.47	4,267.46
Other financial liabilities	296.78	-	-	296.78
Total undiscounted financial liabilities	**8,300.66**	**3,728.26**	**66.47**	**12,095.39**

Also refer note 30 for details of Group's contingent liabilities and commitments.

(c) Market risk

Market risk 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. As at March 31, 2024 the Group's debt obligation includes term loan, working capital loan and non-convertible redeemable debentures. Refer note 14(i) for further details. 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, 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 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.

33. 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, 2025	As at March 31, 2024
Borrowings (refer note 14(i))	-	1,716.14
Lease liabilities (refer note 14(ii))	21,878.48	3,421.14
Less: Cash and cash equivalents (refer note 8(iii))	(1,634.94)	(13,655.89)
Less: Bank deposits other than cash and cash equivalents (refer note 8(iv))	(4,023.08)	(2,941.00)
Less: Current investments (refer note 8(i))	(43,750.08)	-
Adjusted net debt (A)	-	-
Equity attributable to the equity holders of the Holding Company	85,861.31	17,171.94
Total equity (B)	**85,861.31**	**17,171.94**
Capital and net debt (C) = (A) + (B)	**85,861.31**	**17,171.94**
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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34. Employee benefit plans

i) Defined contribution plan

The Group makes contribution to provident fund 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 recognized ₹ 147.39 million (March 31, 2024: ₹ 81.13 million) for provident fund contribution in the Statement of Profit and Loss for the year ended March 31, 2025.

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 last drawn basic salary 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 statement of profit and loss and amounts recognized in the balance sheet:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Defined benefit expense recognised through Statement of Profit and Loss		
Current service cost	101.65	45.35
Interest on defined benefit obligation	9.13	2.77
Net gratuity cost	**110.78**	**48.12**
Re-measurement loss/ (gain) in other comprehensive income		
Actuarial loss arising due to change in financial assumptions	15.89	0.68
Actuarial (gain)/ loss arising due to change in demographic adjustments	(28.74)	39.42
Actuarial loss/ (gain) arising due to change in experience adjustments	89.31	(0.46)
Total expenses recognised through other comprehensive income	**76.46**	**39.64**

Amounts recognised in Balance Sheet:

	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation (non-current)	312.47	125.77
Present value of defined benefit obligation (current)	0.64	0.13
Closing defined benefit obligation	**313.11**	**125.90**
Change in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	125.90	38.14
Current service cost	101.65	45.35
Interest on defined benefit liability	9.13	2.77
Benefits paid	(0.03)	-
Actuarial loss recognised in OCI	76.46	39.64
Closing defined benefit obligation	**313.11**	**125.90**

(c) The principal assumptions used in determining gratuity and leave benefit obligations for the Group's plan are as follows:

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.70% to 6.75%	7.20% to 7.25%
Attrition rate	13%-17%	10%-25%
Salary escalation rate	15.00%	15.00%
Mortality rate	100% of IALM 2012-14	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.

(d) Quantitative sensitivity analysis of significant assumptions are as shown below:

		As at March 31, 2025		As at March 31, 2024	
	Sensitivity level	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate	0.5% increase/ decrease	(15.89)	17.15	(6.60)	7.15
Future salary increase	0.5% increase/ decrease	11.96	(11.64)	4.75	(4.64)

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, 2025	As at March 31, 2024
Within 1 year	0.60	0.13
2-5 years	85.05	33.03
Between 6 and 10 years	139.30	56.03
Beyond 10 years	500.41	235.29

The weighted average duration of the defined benefit obligation is 10.52 years for the year ended March 31, 2025 (March 31, 2024: 10.92 years).

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35. Employee share option plans

Pursuant to the implementation of merger scheme dated February 4, 2025, the Holding 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. Additionally, the new plan includes a change in the exercise price. The Holding Company determined the fair value of replaced options on the date of new plan is not higher than the original plan. Further, the new plan will be governed by the requirements set out under the Companies Act of India.

The total expense of share based payments for the year ended March 31, 2025 is ₹ 3,234.46 (March 31, 2024: ₹ 737.55) 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, 2025	As at March 31, 2024
Outstanding as at the beginning of the year	504,711,079	316,733,271
- Granted during the year	306,687,373	235,425,025
- Cancelled during the year	(85,602,248)	(47,447,217)
- Exercised/ adjusted during the year	51,131,789	-
Outstanding as at the end of the year	**776,927,993**	**504,711,079**
Vested as at the year end	320,385,542	184,868,209

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, 2025	As at March 31, 2024
Dividend yield (% p.a.)	0.00%	0.00%
Expected volatility (% p.a.)*	50.00%	50.00%
Risk-free interest rate (% p.a.)	6.64% - 7.13%	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	2.08 Years	2.34 Years
Weighted average exercise price	₹ 5.00	₹ 5.00
Weighted average fair value	₹ 21.52	₹ 5.34

*Expected volatility is based on historical volatility of share prices of comparable companies for the expected life of options.

36. Income taxes

	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Reconciliation of accounting loss and tax expense:		
Accounting loss before tax	(46,954.33)	(12,070.42)
Tax at India's statutory income tax rate of 25.168% (March 31, 2024 : 31.20%)	(11,817.47)	(3,765.97)
Other non-deductible expenses	3,861.36	8.04
Tax on account of common control transaction	42.81	77.52
Other temporary differences, business losses and unabsorbed depreciation on which deferred tax is not recognised*	7,956.11	3,757.93
Income tax expense reported in statement of profit and loss	**42.81**	**77.52**

*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, 2025	As at March 31, 2024
Deferred tax liability		
Right of use assets	(5,299.49)	(988.77)
Fair value changes in financial instruments	(185.38)	-
Total (i)	**(5,484.87)**	**(988.77)**
Deferred tax assets		
Impact of difference between tax depreciation/ amortisation charged for the financial reporting	25.51	62.86
Provision for employee benefits	294.02	130.93
Unabsorbed depreciation	539.24	189.25
Carry forward loss	12,309.70	8,583.66
Lease liabilities	5,506.37	1,067.39
Fair value changes in financial instruments	-	170.33
Others	348.04	61.60
Total (ii)	**19,022.88**	**10,266.02**
Net deferred tax assets not recognised (ii) - (i)	**13,538.01**	**9,277.25**

(c) Deductible temporary differences for which no deferred tax asset is recognised in the Balance Sheet:

Particulars	Expiry date	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax assets/ (liabilities) arising on account of:			
Business loss	March 31, 2029	3.33	4.13
Business loss	March 31, 2030	782.86	970.48
Business loss	March 31, 2031	3,203.65	3,971.47
Business loss	March 31, 2032	2,934.31	3,637.58
Business loss	March 31, 2033	5,385.55	-
Unabsorbed depreciation	No expiry period	539.24	189.25
Other temporary differences	No expiry period	689.07	504.34

37. Transfer Pricing

The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so the aforesaid legislation will not have any impact on the Consolidated Financial Statements, particularly on the amount of tax expense and that of provision for taxation.

38. Segment reporting

For the year ended March 31, 2025 and March 31, 2024 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, 2025, the Group has 4 customers (March 31, 2024: 3 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	March 31, 2024	April 1, 2023
Equity shares (refer note 12)	12,582.51	12,449.92	12,449.92
Compulsorily convertible preference shares (refer note 12)	62,915.62	44,231.50	34,388.27
Total purchase consideration# (A)	**75,498.13**	**56,681.42**	**46,838.19**

#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	March 31, 2024	April 1, 2023
Assets acquired			
Property, plant and equipment	0.11	-	-
Cancellation of existing investment in equity	1,32,864.34	37,675.86	24,819.32
Cash and bank balances	1.68	9,613.67	2,364.30
Due from related party	4,484.20	1,191.70	421.55
Other receivables	9.32	59.38	-
Total (I)	**1,37,359.65**	**48,540.61**	**27,605.17**
Liabilities transferred			
Reserves	11,500.76	3,677.01	2,315.37
Other payables	44.79	109.32	4.62
Total (II)	**11,545.55**	**3,786.33**	**2,319.99**
Net identifiable assets (B) [I-II]	**1,25,814.10**	**44,754.28**	**25,285.18**
Capital reserve/ (Amalgamation adjustment deficit account) [B-A]	**50,315.97**	**(11,927.14)**	**(21,553.01)**

(d) Disclosure of Capital reserve/ (Amalgamation adjustment deficit account)

		February 4, 2025	March 31, 2024	April 1, 2023
Share capital of the Holding Company cancelled	(i)	1,25,814.10	44,754.28	25,285.18
Less: Purchase consideration to the shareholders of KKTPL	(ii)	(75,498.13)	(56,681.42)	(46,838.19)
Capital reserve/ (Amalgamation adjustment deficit account)	(i)-(ii)	**50,315.97**	**(11,927.14)**	**(21,553.01)**

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40. Disclosure in relation to funds advanced/ received

a) 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.

b) 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.

41. Additional information required by Schedule III of the Companies Act, 2013

Name of entity	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
Holding Company:								
Zepto Private Limited (formerly 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%
Kiranakart Software Solutions Private Limited	9.83	0.01%	(0.17)	0.00%	-	-	(0.17)	0.00%
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 adjustment	(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%**

Name of entity	March 31, 2024							
	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
Holding Company:								
Zepto Private Limited (formerly Kiranakart Technologies Private Limited)	17,219.37	100.29%	(12,106.84)	99.66%	(39.82)	100.46%	(12,146.66)	99.66%
Wholly owned Indian subsidiaries:								
Kiranakart Wholesale Private Limited	(45.84)	(0.28%)	(40.52)	0.33%	0.18	(0.46%)	(40.34)	0.33%
Consolidation adjustment	(1.59)	(0.01%)	(0.58)	0.01%	-	-	(0.58)	0.01%
Total	**17,171.94**	**100.00%**	**(12,147.94)**	**100.00%**	**(39.64)**	**100.00%**	**(12,187.58)**	**100.00%**

42. 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.

c) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

d) The Group has not traded or invested in Crypto currency or Virtual currency during the financial year.

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 of the Income Tax Act, 1961.

f) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

g) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

h) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

i) 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).

j) The Group had borrowings from banks and financial institutions 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.

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43. Ratio analysis and its elements

Ratios	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance %	Reason for significant variance
Current ratio (in times)	Current assets	Current liabilities	3.02	2.83	6.80%	---NA---
Debt-equity Ratio (in times)	Total debt	Shareholder's equity	0.25	0.30	(14.83%)	---NA---
Debt service coverage ratio (in times)	Earnings available for debt service	Debt service	(8.25)	(7.62)	8.24%	---NA---
Return on equity ratio (in %)	Net profits after taxes	Shareholder's equity	(91.23%)	(102.81%)	11.26%	---NA---
Inventory turnover ratio (in times)	Net sales	Average inventory	24.82	27.47	(9.67%)	---NA---
Trade receivables turnover ratio (in times)	Revenue	Average trade receivables	10.51	22.58	(53.47%)	This is primarily on account of increase in operations which leads to increase in closing trade receivables.
Trade payables turnover ratio (in times)	Expenses	Average trade payables	9.19	9.71	(5.32%)	---NA---
Net capital turnover ratio (in times)	Revenue	Working capital	1.64	2.91	(43.72%)	This is primarily on account of increase in working capital during the year.
Net profit ratio (in %)	Net Profit	Revenue	(42.30%)	(27.27%)	(55.12%)	This is primarily on account of expansion in business.
Return on capital employed (in %)	Earnings before interest and taxes	Capital employed	(41.80%)	(51.69%)	19.13%	---NA---
Return on investment (in %)	Income earned on investments'	Investments	6.47%	7.39%	(12.48%)	---NA---

44. The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the Code came into effect on May 3, 2024. However, the final rules/ interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

45. 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 financial statements.

46. Maintenance of daily backup of books of account

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.

47. Maintenance of audit trail (edit log)

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 inventory management, revenue management, payout calculation, management of indirect taxes, payroll 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, 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 years.

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48. Events after the reporting period

Subsequent to the reporting period, the Holding Company has changed its name from Kiranakart Technologies Private Limited to Zepto Private Limited vide MCA ('Ministry of Corporate affairs') approval received on April 16, 2025.

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

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

per Ashish Garg
Partner
Membership No: 063252

Place: Bengaluru
Date: July 9, 2025

S.R. Batliboi & Associates LLP
Bengaluru

Aadit Palicha
Director
DIN: 10904332

Place: Bengaluru
Date: July 9, 2025

Kaivalya Vohra
Director
DIN: 09298721

Place: Bengaluru
Date: July 9, 2025

Samad Iqbal Shariff
Company Secretary
Membership No: 32106

Place: Bengaluru
Date: July 9, 2025

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