Prospectus
Dated: September 22, 2022
Please read section 26and 32 of the Companies Act, 2013
Fixed Price Issue

PACE E-COMMERCE VENTURES LIMITED

CIN: U51909PN2015PLC156068

Register Office:	Corporate Office:	Contact Person:
Anugrah Bunglow, Street4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune -411045, Maharashtra, India	Office no.423, 4th Floor, 'C' Block, Sumel -11,Opp. Namaste Circle, Shahibaug, Ahmedabad- 380004, Gujarat, India	Ms. Nikita Pediwal, Company Secretary and Compliance Officer
EMAIL	**TELEPHONE NO.:**	**WEBSITE:**
compliance@pacesports.in	+91 85309 99431	www.cotandcandy.com

OUR PROMOTER OF THE COMPANY :

Mr. Shaival Dharmendra Gandhi

Type	Fresh Issue	Offer for Sale	Total Issue Size	Eligibility 229(1) / 229(2) & Share Reservation among NII &RII
Fresh Issue & Offer for Sale	Rs. 4120.00 Lakhs	Rs. 2533.39 Lakhs	Rs. 6653.39 Lakhs	The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is more than ₹ 10.00 Cr. and upto ₹ 25.00 Cr

Name Of The Selling Shareholder	Type	Number of Equity shares Offered	Weighted Average Cost Of Acquisition On Fully diluted Basis (In ₹)
Shaival Dharmendra Gandhi	Promoter	22,41,600	15.48
Dharmendra Ratilal Doshi	Public	70,000	20.00
Dixit Pramukhlal Mehta	Public	58,000	44.12
Kaushal Jitendra Doshi HUF	Public	60,000	25.00
Pravina Jitendra Maniyar	Public	30,000	20.00

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹ 10.00/- per equity shares and the issue price is 10.3 times of the face value. The issue price (is determined by our company and selling shareholders in consultation with the lead manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 66 of this Prospectus should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active and/or sustained trading in the equity shares of our company nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors"* beginning on page no. 20 of this Prospectus.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling shareholders severally and not jointly, accepts responsibility for and confirms only the statements expressly made by such Selling Shareholders in Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder assumes no responsibility for any other statements, including, inter alia, any of statements made by or relations to our company and selling shareholders or in relation to our business in prospectus.

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME").

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
INTERACTIVE FINANCIAL SERVICES LIMITED **Address:**612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad - 380 009,Gujarat, India **Tel No.:**+91-9898055647 **Web Site :**www.ifinservices.in **Email** : mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Mr. Pradip Sandhir **SEBI Reg No :**INM000012856	**BIGSHARE SERVICES PRIVATE LIMITED** **Address:**Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400093 **Tel No:**+91 22-62638200 **Fax No** +91 22-62638299 **Website:** www.bigshareonline.com **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Contact Person:** Mr. Aniket Chindarkar **SEBI Reg.** No.: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: September29, 2022 (Thursday)	**ISSUE CLOSES ON: October 04, 2022 (Tuesday)**

Prospectus
Dated: September 22, 2022
Please read section 26 and 32 of the Companies Act, 2013
Fixed Price Issue

PACE E-COMMERCE VENTURES LIMITED

Our Company was originally incorporated as 'Pace Sports and Entertainment Private Limited' as Private Limited Company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated August 05,2015 bearing Corporate Identification Number U51909PN2015PTC156068 issued by the Assistant Registrar of Companies, Pune. Subsequently, the name of the Company was changed to "Pace E-Commerce Ventures Private Limited" and a fresh certificate of incorporation was issued by Registrar of Companies, Pune on July 25, 2022. After that, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on August 03, 2022 and consequently the name of our Company was changed to "Pace E-Commerce Ventures Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, Pune dated August 08, 2022. The CIN of the Company is U51909PN2015PLC156068. For further details, please refer the chapter titled "History and Certain Corporate Matters" beginning on page 96 of this Prospectus.

Registered office: Anugrah Bunglow, Street4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune - 411045, Maharashtra, India.
Corporate Office: Office no.423, 4th Floor, 'C' Block, Sumel -11,Opp. Namaste Circle, Shahibaug, Ahmedabad- 380004, Gujarat, India.
Tel No.:+91 8530999431; **Website:** www.cotandcandy.com
Company Secretary and Compliance Officer: Ms. Nikita Pediwal**; E-Mail:**compliance@pacesports.in

PROMOTER OF THE COMPANY: MR. SHAIVAL DHARMENDRA GANDHI

THE ISSUE

INITIAL PUBLIC OFFER OF 64,59,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF PACE E-COMMERCE VENTURES LIMITED ("PEVL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 103 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 93 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 6653.39 LACS ("THE OFFER") COMPRISING OF FRESH ISSUE OF 40,00,000 EQUITY SHARES OF RS. 103 PER EQUITY SHARES AGGREGATING TO RS. 4120.00 AND OFFER FOR SALE OF 24,59,600 EQUITY SHARES BY SELLING SHAREHOLDERS OF RS. 103 PER EQUITY SHARES AGGREGATING TO RS. 2533.39, OF WHICH 3,32,400 EQUITY SHARES OF FACE VALUE OF ₹10 EACH WILL FOR CASH AT A PRICE OF ₹103 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹93 PER EQUITY SHARE AGGREGATING TO ₹ 342.37 LACS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 61,27,200 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT A PRICE OF ₹103 PER EQUITY SHARE AGGREGATING TO ₹ 6311.02 LACS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.67% AND 27.19 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 161 OF THIS PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00/- EACH AND THE ISSUE PRICE IS 10.3 TIMES OF THE FACE VALUE.

This issue is being made through Fixed Price Process in terms of Chapter IX of the Securities and exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ,2018 as amended ("SEBI ICDR Regulations") and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI ICDR Regulations. In terms of the Regulation 19(2)(B)(I) of the Securities Contracts (Regulations) Rules, 1957, as amended (the "SCRR"), the issue is being made for at least 25% of the post-paid up Share capital of our Company. All the bidders, shall participate in the issue through the Application Supported by Blocked Amount ('ASBA")process by providing details of their respective bank account(including UPIID for RIIs using UPI Mechanism) wherein the bid amount will be blocked by the SCSBs or under the UPI mechanism , as the case may be, to the extent of respective Bid amounts. For details Please refer to chapter titled "Issue Procedure" beginning on Page 170 of this Prospectus.

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account and UPI ID in case of RII's, if applicable, in which the application amount shall be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to chapter titled "Issue Procedure" on page 170 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10 per Equity Shares and the Issue price is 10.3 times of the face value. The Issue Price (as determined by our Company and Selling Shareholders in consultation with the Lead Manager) as stated in the chapter titled on "Basis for Issue Price" beginning on page no. 66 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no.20 of this Prospectus.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling shareholders severally and not jointly, accepts responsibility for and confirms only the statements expressly made by such Selling Shareholders in Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder assumes no responsibility for any other statements, including, inter alia, any of statements made by or relations to our company and selling shareholders or in relation to our business in prospectus.

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated September 21, 2022 from BSE Limited (BSE) for using its name in this offer document for listing of our shares on the SME Platform of BSE ("BSE SME"). For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER	REGISTRAR TO THE ISSUE
INTERACTIVE FINANCIAL SERVICES LIMITED **Address:**612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad - 380 009,Gujarat, India **Tel No.:** 079- 46019796 **(M):** +91-9898055647 **Web Site :**www.ifinservices.in **Email** : mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Mr. Pradip Sandhir **SEBI Reg No :**INM000012856	**BIGSHARE SERVICES PRIVATE LIMITED** **Address:**Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400093 **Tel No:**+91 22-62638200 **Fax No** +91 22-62638299 **Website:** www.bigshareonline.com **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Contact Person:** Mr. Aniket Chindarkar **SEBI Reg.** No.: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: September 29, 2022 (Thursday)	**ISSUE CLOSES ON: October 04, 2022 (Tuesday)**

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, 2018 the Companies Act, 2013 the SCRA, the Depositories Act, 1996 and the rules and regulations made there under.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled "Statement of Tax Benefits", "Restated Financial Statements", "Outstanding Litigation and Material Developments" and section titled "Main Provisions of Articles of Association" beginning on page nos. 68, 114, 143 and 199, respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
"PEVL", "PACE", "our Company", "we", "us", "our", "the Company", "the Issuer Company" or "the Issuer"	Pace E-Commerce Ventures Limited, a public limited company incorporated under the Companies Act, 2013 and having Registered Office at Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune 411045, Maharashtra, India.
Promoter	Mr. Shaival Gandhi
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2 sub-regulation (pp) of the SEBI ICDR Regulations, 2018.
"you", "your" or "yours"	Prospective Investors in this Issue

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company as amended from time to time
Auditors of the Company	The Statutory auditors of our Company, being M/s Ashish N. Parikh & Co., Chartered Accountants.
Audit Committee	Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 100 of this Prospectus.
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
Company Secretary and Compliance Officer	The Company Secretary of our Company, being Ms. Nikita Pediwal.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Mr. Shaival Gandhi.
Act or Companies Act	Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number
Corporate office	The Corporate office of our Company, located at C-423, 4TH Floor Sumel - 11, Opp Namaste Circle, Shahibaug, Ahmedabad – 380 004 Gujarat, India.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Pace E-Commerce Ventures Limited unless otherwise specified
Equity Shares	Equity Shares of our Company having Face Value of ₹ 10 each unless otherwise specified in the context thereof
Equity Shareholders /	Persons /entities holding Equity Shares of our Company

Shareholders	
Fresh Issue	The fresh issue of 40,00,000 Equity Shares at a price of Rs. 103 per equity share aggregating to Rs. 4120.00 lakhs to be issued by our Company as part of the Offer, in terms of the Prospectus.
Group Companies	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in "Financial Information of Our Group Companies" on page 150 of this Prospectus
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to chapter titled "Our Management" beginning on page 100 of this Prospectus
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number is INE0N1L01018
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page no. 100 of this Prospectus
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 09, 2022 in accordance with the requirements of the SEBI (ICDR)Regulations, 2018 as amended from time to time
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Board described in the chapter titled "Our Management" on page 100 of this Prospectus.
Registered Office	The Registered office of our Company, located at Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune 411045, Maharashtra, India.
ROC / Registrar of Companies	Registrar of Companies, Pune, Maharashtra.
Restated Financial Statements	The restated audited financial statements of our Company for the Financial Years ended March 31, 2020, 2021 and 2022 which comprises of the restated audited balance sheet, restated audited statement of profit and loss and the restated audited cash flow statement, together with the annexures and notes thereto disclosed in chapter titled "Restated Financial Statements" on page 114 of this Prospectus
Selling Shareholders	Shaival Dharmendra Gandhi, Dharmendra Ratilal Doshi, Dixit Pramukhlal Mehta, Mr. Kaushal Jitendra Doshi karta of Kaushal Jitendra Doshi HUF, Pravina Jitendra Maniyar
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, in this case being, Bigshare Services Private Limited.
Share Escrow Agreement	Agreement dated September 09, 2022 entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by each Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s Bharat Parikh & Associates, Chartered Accountants
PLC	Public Limited Company
PTC	Private Limited Company
Stakeholders' Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled "Our Management" on page 100 of this Prospectus.

ISSUE RELATED TERMS

Terms	Description

Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Lot	1200 Equity Shares and in multiples thereof
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Draft Prospectus / Prospectus
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allot / Allotment / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Allotment Advice	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section "Issue Procedure - Basis of allotment" on page no. 170 of this Prospectus
Bankers to our Company	HDFC Bank Limited
Banker to the Issue / Refund Banker / Public Issue Bank	ICICI Bank Limited
Business Day	Any day on which commercial banks are open for the business
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number of the Applicant's Beneficiary Account
Collection Centers	Broker Centers notified by Stock Exchange where bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996,registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no.GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches/Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application

	Forms are available on the website of the Stock Exchange i.e.www.bseindia.com.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue
Designated Market Maker	Beeline Broking Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Exchange of BSE Limited ("BSE SME") (BSE)
Draft Prospectus	This Draft Prospectus dated September 12, 2022 filled with the SME Platform of BSE, prepared and issued by our Company in accordance with SEBI (ICDR) Regulations
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus /Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Draft Prospectus /Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount
Escrow Agreement	An agreement to be entered among our Company, Selling Shareholders, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being ICICI Bank Limited.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof
Foreign Portfolio Investor /FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled "Issue Procedure" on page 170 of this Prospectus
Issue Agreement	The agreement dated September 09, 2022 between our Company, Selling Shareholders and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Opening Date	The date on which the Issue opens for subscription

Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 64,59,600 Equity Shares of Face Value of ₹ 10 each at Rs. 103(including premium of Rs. 93) per Equity Share aggregating to Rs. 6653.39 Lacs by Pace E-Commerce Ventures Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 103.
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue
LM / Lead Manager	Lead Manager to the Issue, in this case being Interactive Financial Services Limited
Listing Agreement	The Listing Agreement to be signed between our Company and SME Platform of BSE Limited ("BSE SME")
Market Making Agreement	The Market Making Agreement dated September 09, 2022 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of 3,32,400 Equity Shares of face value of ₹10.00/-each fully paid-up for cash at a price of Rs. 103 per Equity Share including a share premium of Rs. 93 per Equity Share aggregating to Rs. 342.37Lakhs for the Market Maker in this Issue
MSME	Micro Small and Medium Enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds)Regulations, 1996, as amended from time to time
NBFC	Non- Banking Financial Companies
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 61,27,200 Equity Shares of ₹ 10 each at Rs. 103 per Equity Share aggregating to Rs. 6311.02 Lacs by Pace E-Commerce Ventures Limited.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to chapter titled "Objects of the Issue" on page 59 of this Prospectus
Non-Institutional Bidders / Non-Institutional Investor / NIB/ NII	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than ₹ 2,00,000
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India and Indian Banks Association (IBA)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Offer For Sale	An offer for sale of 24,59,600 Equity Shares at a price of Rs. 103 per Equity Shares aggregating to Rs. 2533.39 Lacs by the Selling Shareholders.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context may require.
Prospectus	The Prospectus dated September 22, 2022 issued in accordance with Companies Act filed with the SME Platform of BSE Limited ("BSE SME")under SEBI (ICDR)Regulations 2018.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations

Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of BSE Limited having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012dated October 4, 2012
Registrar Agreement	The agreement dated September 09, 2022 entered between our Company, Selling Shareholders and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SME Platform of BSE	The SME platform of BSE, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company and the Selling Shareholder, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being ICICI Bank Limited.
Syndicate Member	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018,SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular

	number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID Created on the UPI for single-window mobile payment system developed by NPCI.
UPI Mandate Request	A request (intimating the RIB (Retail Individual Bidder) by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Underwriter	Underwriter to the issue is Interactive Financial Services Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter, Selling Shareholders and our Company dated September 09, 2022
U.S Securities Act	U.S Securities Act of 1933, as amended
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in the Prospectus are open for business. 1. However, in respect of announcement of price band and Bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business. 2. In respect to the time period between the Bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
AOV	Average Order Value
ASP	Average Selling Price
BRICS	Brazil, Russia, India, China, and South Africa
B2B	Business to Business
B2C	Business to Customers
Bps	basis points
CAGR	Compound Annual Growth Rate
CPI	Consumer Price Index
CY	Calendar Year
DPIIT	Department for Promotion of Industry and Internal Trade
DTF	Direct to Fabric Printers
DTG	Direct to Garment Printers
E-Commerce	electronic commerce
FMCG	Fast Moving Consumer Goods
FC	Fulfillment Centre
GeM	Government e-Marketplace
GMV	Gross Merchandise Value
GVA	Gross Value Added
GDP	Gross Domestic Product
GOV	Gross Order Value

IIP	Index of Industrial Production
IPC	Indian Penal Code
ISO	International Organization for Standardization
IT	Information Technology
MSME	Micro, Small & Medium Enterprises
Mn	Minnesota
ODOP	One District – One Product
ONDC	Open Network for Digital Commerce
QA	Quality Assurance
QC	Quality Control
PSUs	Public Sector Undertakings
PMI	Purchasing Managers' Index
RC	Registration Certificate
RCEP	Regional Comprehensive Economic Partnership
UTV	Utility Terrain Vehicle
UV	Ultraviolet
WTO	World Trade Organization

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year
Bn	Billion
BG	Bank Guarantee
BHIM	Bharat Interface for Money
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director's Identification Number
DP/Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's Identification Number
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year

FDI	Foreign Direct Investment
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/Government/GOI	Government of India
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standard
ICAI	Institute of Chartered Accountants of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LM	Lead Manager
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Minister of Finance, Government of India
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
MN	Million
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NOC	No Objection Certificate
NR/ Non Residents	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations

NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
RBI	Reserve Bank of India
R & D	Research and Development
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RONW	Return on Net Worth
ROCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SAT	Security Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations /ICDR Regulations/SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI ICDR Regulations, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended.
SENSEX	Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small And Medium Enterprises
SME Exchange	SME Platform of BSE Limited
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE Limited
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
Tn	Trillion
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America.

VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
YoY	Year on Year

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Prospectus are the Republic of India.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our audited financial statements for the period ended March 31, 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Prospectus, and set out in the section titled 'Financial Information' beginning on page no. 114 of this Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In this Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos. 20, 77 and 138 respectively of this Prospectus and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Currency and units of presentation

In this Prospectus, unless the context otherwise requires, all references to;

• 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.

• 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lacs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

FORWARD LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

All statements contained in this Prospectus that are not statements of historical facts constitute 'forward-looking statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Impact of COVID-19 on our business and operations.
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "Risk Factors", "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages nos. 20, 77 and 138 of this Prospectus, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

OFFER SUMMARY

SUMMARY OF BUSINESS

Our company started in August 2015 as a business that would give the kids/young consumers and sports enthusiasts in India access to International Football Clubs Merchandise and International Sports Brands apparels and Sports Goods. We started with imports and distribution of branded international sports apparels and extended to various branded merchandise and accessories. Thereafter we acquired manufacturing and distribution licenses of some of the popular and biggest brands in the Kids Entertainment Industry. This helped us in reaching a larger distribution area and a wider population. This wider assortment of products and customer base helped us gain valuable insights and obtain information and data as to what today's customer really want. We have spent time for developing on these valuable information and data points from our customers including but not limited to, Kids, Teenagers, Young Adults and Young Parents. we arrived at a clear conclusion - The demand is very swiftly moving to customized, personalized products.

For more details, please refer chapter titled "Business Overview" on page 77 of this Prospectus.

SUMMARY OF INDUSTRY

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

For more details, please refer chapter titled "Industry Overview" on page 71 of this Prospectus.

PROMOTER

The Promoter of our Company is Mr. Shaival Gandhi.

For detailed information please refer chapter titled, "Our Promoters and Promoter Group" on page number 110 of this Prospectus.

ISSUE SIZE

Initial public offer of 64,59,600 equity shares of face value of ₹ 10/- each of Pace E-Commerce Ventures Limited ("PEVL" or the "company" or the "issuer") for cash at a price of ₹ 103 per equity share including a share premium of ₹ 93 per equity share (the "issue price") aggregating to ₹ 6653.39 lacs ("the offer") comprising of fresh issue of 40,00,000 equity shares of Rs. 103 per equity shares aggregating to Rs. 4120.00 and offer for sale of 24,59,600 equity shares by selling shareholders of Rs. 103 per equity shares aggregating to Rs. 2533.39, of which 3,32,400 equity shares of face value of ₹10 each will for cash at a price of ₹103 per equity share including a share premium of ₹93 per equity share aggregating to ₹ 342.37 lacs will be reserved for subscription by market maker to the issue (the "market maker reservation portion"). the issue less the market maker reservation portion i.e. net issue of 61,27,200 equity shares of face value of ₹10 each at a price of ₹103 per equity share aggregating to ₹ 6311.02 lacs is herein after referred to as the "net issue". the issue and the net issue will constitute 28.67% and 27.19 % respectively of the post issue paid up equity share capital of our company.

For further details, please refer to section titled "Terms of the Issue" beginning on page no. 161 of this Prospectus.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects ("Objects of the Issue"):

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)

1.	Gross proceeds from the issue	4120.00
2.	Less: Issue related expenses	60.00
Net proceeds of the issue		**4060.00**

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Acquisition of Plant and Machineries	973.80
2.	Long term Working capital requirement	2086.00
3.	General corporate purposes	1000.20
Total utilization of net proceeds		**4060.00**

PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Sr. No	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoter					
1.	Shaival Dharmendra Gandhi	1,68,87,465	91.12	1,46,45,865	65.00
	TOTAL (A)	**1,68,87,465**	**91.12**	**1,46,45,865**	**65.00**
(ii) Promoter Group					
	TOTAL (B)	**0**	**0.00**	**0**	**0.00**
(iii) Public					
2.	Parin Chandrakant Gala	4,83,277	2.61	4,83,277	2.14
3.	Ashish Arvindbhai Sakhiya	15,000	0.08	15,000	0.07
4.	Dineshbhai Dhirubhai Kheni	25,000	0.13	25,000	0.11
5.	Sureshbhai Batukbhai Patoliya	25,000	0.13	25,000	0.11
6.	Kailashben Sureshbhai Patoliya	25,000	0.13	25,000	0.11
7.	Sakhiya Kirtiben Ashishbhai	10,000	0.05	10,000	0.04
8.	Anuj Jagdish Jain	5,000	0.03	5,000	0.02
9.	Ashokkumar Chandanmal & Sons-HUF	11,100	0.06	11,100	0.05
10.	Ketki Jigar Gosar	5,000	0.03	5,000	0.02
11.	Kusumdevi Onkarnath Khandelwal	11,800	0.06	11,800	0.05
12.	Lalit Jankilal Kabra	15,300	0.08	15,300	0.07
13.	Minal Purvesh Dagli	5,500	0.03	5,500	0.02
14.	Shreyansh Dharmesh Chheda	5,000	0.03	5,000	0.02
15.	Suchita Ketan Gosar	5,000	0.03	5,000	0.02
16.	Vaibhav Shivkumar Joshi	6,700	0.04	6,700	0.03
17.	Dharmesh Vinodchandra Shah/Ankita Dharmesh Shah (Joint)	3,300	0.02	3,300	0.01
18.	Avani Manoj Murarka	2,200	0.01	2,200	0.01
19.	Avdhesh Mishra	13,300	0.07	13,300	0.06
20.	Piyush Gurudas Labhane	2,600	0.01	2,600	0.01
21.	Praful Gopaldas Agrawawl	11,800	0.06	11,800	0.05
22.	Dharmendra Ratilal Doshi	1,08,000	0.58	38,000	0.17
23.	Dharmil Dharmendra Doshi	50,000	0.27	50,000	0.22
24.	Jaimil Dharmedra Doshi	50,000	0.27	50,000	0.22
25.	Mansi Dharmil Doshi	50,000	0.27	50,000	0.22
26.	Chandani Chintan Doshi	9000	0.05	9000	0.04
27.	Chandrakant Ratilal Doshi - HUF	9000	0.05	9000	0.04
28.	Chandrakant Ratilal Doshi	9000	0.05	9000	0.04

29.	Chandrikaben Chandrakantbhai Doshi	9000	0.05	9000	0.04
30.	Chintan Chandrakant Doshi	9000	0.05	9000	0.04
31.	Killol Rajnikant Doshi	15,000	0.08	15,000	0.07
32.	Dhaval N Doshi	11,250	0.06	11,250	0.05
33.	Narendra Ratilal Doshi - HUF	10,000	0.05	10,000	0.04
34.	Narendra Ratilal Doshi	11,250	0.06	11,250	0.05
35.	Chintan Chandrakantbhai Doshi - HUF	4,500	0.02	4,500	0.02
36.	Shantaben Rasiklal Doshi - ST	4,500	0.02	4,500	0.02
37.	Rilav Rajnikant Doshi	5,000	0.03	5,000	0.02
38.	Ashok Jayantilal Shah	5,000	0.03	5,000	0.02
39.	Dixit Pramukhlal Mehta	68,000	0.37	10,000	0.04
40.	Mahendrakumar Chandulal Shah	1000	0.01	1000	0.00
41.	Ronak Shaileshkumar Shah	5000	0.03	5000	0.02
42.	Shalu Prakashchandra Mehta	5000	0.03	5000	0.02
43.	Shikha Shalu Mehta	5000	0.03	5000	0.02
44.	Veenaben Shaileshbhai Shah	5000	0.03	5000	0.02
45.	Bhavin Mayank Shah	4000	0.02	4000	0.02
46.	Dhruv Navinbhai shah	5,000	0.03	5,000	0.02
47.	Shripal Mahendrabhai Sanghvi	5,000	0.03	5,000	0.02
48.	Prakashchandra Babulal Mehta	10,000	0.05	10,000	0.04
49.	Dhanesh Harilal shah	25,000	0.13	25,000	0.11
50.	Malti Dhaneshbhai Shah	25,000	0.13	25,000	0.11
51.	Chesta Darshanbhai Gandhi	25,000	0.13	25,000	0.11
52.	Jigar Jitendrabhai Doshi	45,000	0.24	45,000	0.20
53.	Nisha Jigar Doshi	61,000	0.33	61,000	0.27
54.	Harshal Jayeshbhai Shah	2,500	0.01	2,500	0.01
55.	Jalpa Harshal Shah	2,500	0.01	2,500	0.01
56.	Jitendra Ratilal Doshi	23,000	0.12	23,000	0.10
57.	Jigisha Dharmendra Doshi	40,000	0.22	40,000	0.18
58.	Achal Kaushal Doshi	8,000	0.04	8,000	0.04
59.	Divya Jitendra Doshi	18,000	0.10	18,000	0.08
60.	Kaushal Jitendra Doshi HUF	60,000	0.32	0	0.00
61.	Pravina Jitendra Maniyar	75,000	0.40	45,000	0.20
62.	Megha Nirlep Patel	1,667	0.01	1,667	0.01
63.	Nirlep Rajendrabhai Patel	1,667	0.01	1,667	0.01
64.	Sohil P Patel - HUF	1,667	0.01	1,667	0.01
65.	Unmesh Pareshbhai Patel - HUF	1,667	0.01	1,667	0.01
66.	Dilipkumar Mulachand Jain	10,000	0.05	10,000	0.04
67.	Nareshkumar Bhawarlal Jain	10,000	0.05	10,000	0.04
68.	Jigar Jitendra doshi - HUF	40,000	0.22	40,000	0.18
	IPO			4000000	17.75
	OFS			2459600	10.92
	TOTAL (C)	**1646045**	**8.88**	**7887645**	**35.00**
	TOTAL (A+B+C)	**18533510**	**100.00**	**22533510**	**100.00**

SUMMARY OF FINANCIAL INFORMATION

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Share Capital	18,318,970	18,318,970	10,000
Net worth (₹ in Lakhs)	2,649.44	2,595.32	7.24
Revenue (₹ in Lakhs)	1,054.15	171.89	150.42

Profit after Tax (₹ in Lakhs)	54.12	7.18	0.34
Earnings per share (Basic & diluted) (₹)	0.30	0.29	0.29
Net Asset Value per Equity Share (Basic & diluted) (₹)	14.46	14.17	72.40
Total borrowings (₹ in Lakhs)	362.49	97.45	121.39

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

Nature of Cases	Number of Cases	Total Amount Involved
A. Litigation against the Company	1	0.79
B. Litigation by Company	-	-
C. Litigation against Promoter and Directors of the Company	4	820.00
D. Litigation by Promoter and Directors of the Company	-	-
E. Litigation against Group Company	-	-
F. Litigation by Group Company	-	-

For further details, please refer chapter titled "Outstanding Litigations & Material Developments" beginning on page 143 of this Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled "Risk Factors" on page 20 of this Prospectus.

SUMMARY OF CONTIGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Prospectus there is no contingent liability on the Company.

SUMMARY OF RELATED PARTY TRANSACTIONS

List of Relatives

1. Shaival Gandhi

List of concerns in which directors are interested

1. Fairplay HUB
2. Skittleball Ventures
3. Wigglewink Ventures Private Limited

Particulars	Relation	2021-2022	2020-2021	2019-2020
Sales				
Wigglewink Ventures Pvt Ltd	List of concerns in which directors are interested	33.35	0.65	23.43
Skittleball Ventures	List of concerns in which directors are interested	2.36	23.56	21.58
Fairplay Hub	List of concerns in which directors are interested	20.30	13.50	-
Purchase				
Wigglewink Ventures Pvt Ltd	List of concerns in which directors are interested	6.23	25.13	-
Skittleball Ventures	List of concerns in which directors are interested	10.94	14.05	-
Fairplay Hub	List of concerns in which directors are interested	430.59	22.69	-

Unsecured Loans				
Fairplay Hub	List of concerns in which directors are interested	8.81	-	-

For detailed information on the related party transaction executed by our Company, please refer chapter titled "Restated Financial Statement" beginning on page 114 of this Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTER IN THE ONE YEAR PRECEDING THE DATE OF THIS PROSPECTUS

The promoter have not acquired any Equity Shares in the last one (1) year preceding the date of this Prospectus other than stated below

Sr. No	Name of Promoter	No of Equity Shares acquired in the last one year from the date of this Prospectus	Weighted Average Cost of Acquisition (in Rs)
1.	Shaival Gandhi	2,14,540	103

The Selling Shareholders have not acquired any Equity Shares in the last one (1) year preceding the date of this Prospectus other than stated below:

Name of the selling Shareholder	Type	Number of Equity shares Offered	Weighted Average Cost of Acquisition (in Rs)
Shaival Dharmendra Gandhi	Promoter	2,14,540	103
Dharmendra Ratilal Doshi	Public	-	-
Dixit Pramukhlal Mehta	Public	-	-
Kaushal Jitendra Doshi HUF	Public	-	-
Pravina Jitendra Maniyar	Public	-	-

AVERAGE COST OF ACQUISITON

The average cost of acquisition per Equity Share to our Promoter as at the date of this Prospectus is:

Name	Average Cost of Acquisition per Equity Share (in ₹)
Shaival Gandhi	15.48

The average cost of acquisition per Equity Share to our Selling Shareholders as at the date of this Prospectus is:

Name of the selling Shareholder	TYPE	Number of Equity shares Offered	Weighted Average Cost of Acquisition (in Rs)
Shaival Dharmendra Gandhi	Promoter	22,41,600	15.48
Dharmendra Ratilal Doshi	Public	70,000	20.00
Dixit Pramukhlal Mehta	Public	58,000	44.12
Kaushal Jitendra Doshi HUF	Public	60,000	25.00
Pravina Jitendra Maniyar	Public	30,000	20.00

DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Except as set out Below, our Company has not issued Equity Shares for consideration other than cash.

Date of Allotment	No. of Shares Allotted	Face Value	Type of Issue
July 26, 2022	2,14,540	10	Conversion of Loan in to Equity

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in last one year.

SECTION II – RISK FACTORS

Investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Prospectus, including the risks and uncertainties described below and the Financial Statements incorporated in this Prospectus, before making an investment in the Equity Shares of our Company. Any potential investor in, and subscribers of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the risks involved. If any or some combination of the following risks occur or if any of the risks that are currently not known or deemed to be not relevant or material now, actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For further details, please refer to chapters titled "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 77 and 138, respectively of this Prospectus, as well as the other financial and statistical information contained in this Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality therein:

- *Some risks may not be material at present but may have a material impact in the near future.*
- *Some risks may not be material individually but may be found material when considered collectively*
- *Some risks may have material impact qualitatively and not quantitatively and vice-versa*

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of, or deem immaterial or irrelevant, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares and may also have an adverse effect on our business. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For further details, please refer to chapter titled "Forward-Looking Statements" beginning on page 13 of this Prospectus.

Unless otherwise indicated, all financial information included herein are based on our Financial Statements. Please refer to the section titled "Restated Financial Statements" beginning on page 114 of this Prospectus.

INTERNAL RISK FACTORS:

1. We do not own registered office.

Our Registered Office is located at Anugrah Bunglow, Street 4, Pallod Farm II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra-411045. The registered office is not owned by us. Our company has taken premises on rental basis and has entered into Business Center Agreement with Bootstart Spaces and Hospitality Private Limited. The premises have been taken by us on lease for a period of 11 Months and 29 days w.e.f. August 12, 2022. The Agreement shall be extended automatically for successive period equal to the term, unless otherwise terminated by the Party. The Company had Corporate office at Office no.423, 4th Floor, 'C' Block, Sumel -11, Opp. Namaste Circle, Shahibaug, Ahmedabad- 380004, Gujarat, India on rental basis from where the promoter director is working. The Company is planning to shift the Registered office in the state of Gujarat.

There can be no assurance that the term of the agreements will be renewed and in the event the lessor/licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we may require to vacate the registered office and identifying alternative premises and enter into fresh lease or leave and

license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

2. ***Our Restated Financial Statements are Prepared and Signed by the Peer Review Chartered Accountants who is not Statutory Auditors of our Company as required under the provisions of ICDR.***

Our Restated Financial Statements are prepared and signed by M/s. Bharat Parikh & Associates Co., the Peer Review Chartered Accountants Who is not the Statutory Auditor of the company. As per the requirements of clause no. (11)(A)(e) of Schedule VI of SEBI ICDR 2018, the last Audited Balance sheet of 31st March, 2022 was Re-audited by the Peer Review Auditor. The Company will appoint the Chartered Accountant holding Peer Review Certificate as Statutory Auditor in the ensuing General Meeting of the Company.

3. ***Our Promoter Director's DIN was deactivated under the provisions of*** **section 164(2)(a) of the Companies Act,2013 and was** ***Disqualified as Director.***

The Registrar of Companies Ahmedabad had issued General Order on November 01, 2016 for disqualification of directors under section 164(2)(a) for not filing the Annual returns for consecutive 3 years for 10513 companies on the website of MCA. Mr. Shaival Gandhi was director of Avant Garde Foods Private Limited, which had not filed the Annual returns for consecutive 3 years. He has been disqualified under the provisions of section 164(2)(a) of the Companies Act,2013 for a period of Five years with effect from 01.11.2016 to 31.10.2021. The promoter had filed the civil application No 13638/2019 in the High Court of Gujarat for challenging the order published on the website of Ministry of Corporate Affairs, Registrar of Companies, Ahmedabad. While issuing order on February 28,2022 Hon'ble Gujarat High Court has mentioned in the order that the coodinate Bench had taken note of the fact that in Special Civil Application No.17930 of 2018 an interim order had been passed on 28.11.2018 staying such disqualification and by virtue of the same, promoter herein was extended the benefit of the said interim order and the period of disqualification having expired or has got spent itself, nothing further survives for consideration in this petition. Hence, clearly observing that the promoter had the benefit of execution and implementation of the impugned order during the pendency of the present petition from the date of filing of the petition till date and the period of disqualification fixed under the impugned order having also got spent itself, the petition stands disposed of by quashing the impugned orders.

4. ***One of the Object of the issue is to acquire plant and machinery amounting to Rs.. 973.80 Lacs. The order for the plant and machineries are not placed by the Company.***

The total cost of plant & Machinery including installation and transportation charges will be Rs 973.80lacs comprising of indigenous machineries of Rs 638.50 lacs and Imported machineries of Rs.335.30 lacs. The details of the Machinery to be purchased are given in the chapter "object of the issue" beginning from page no. 59 of this prospectus. All the machinery suppliers require 100% payment before the delivery of machines. The Company has not placed any order for the plant and Machineries. The validity of the most of the quotations have been expired but the promoter is confident that the machines will be available at the price as per the quotation given by various suppliers. We are subject to risks on account of inflation in the price of machines which may affect the cost of the machines and which may require us to arrange the additional fund for completion of purchase of machines. If we are not able to arrange such additional fund in due time which may results in delay in implementation of our project and which may adversely affects the profitability and financial results of the company.

5. ***We are going to acquire imported machineries worth RS 335.30 lacs and the order for the same is not placed. The foreign exchange fluctuation rate may increase the cost of machines and we have to arrange the additional fund in due time.***

The total cost of imported plant & Machinery including installation and transportation is Rs.335.30 lacs. The details of the Imported Machinery to be purchased are given in the chapter "object of the issue" beginning on page no. 59 of this prospectus. We have not placed any order for the said machines and the validity of the most of the quotations have been expired but the promoter is confident that the machines will be available at the price as per the quotation given by various suppliers. However, if supplier does not agree to accept the order on the existing terms and rate, fluctuation of foreign exchange rate may lead to the requirement of additional fund. If we are not able to arrange such additional fund in due time which may results in delay in implementation of our project and which may adversely affects the profitability and financial results of the company.

6. ***There are certain outstanding legal processing involving our Company, Promoter and Director. Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, result of ongoing operations and reputation.***

There are outstanding litigations filed against and by our Company. The details of this legal proceeding are given below in the following table:

Particular	Nature of cases	No of outstanding cases	Amount involved (₹ in lacs)
Litigation against our promoter	Criminal cases under section 138 of Negotiable Instrument Act,1881	3	820.00
	Criminal Case under section 406,420,467,468 and 471 of Indian Penal code	1	NIL
Litigation against Our Company	Income Tax Liability	1	0.79

For further details regarding outstanding litigations by and against companies please refer the chapter "Outstanding Litigations and Material Development" on page no. 143 of this Prospectus

7. ***We have to update the name of our company in some of the statutory approvals and certificates due to the conversion of our Company in to Public Limited Company.***

Some of our statutory approvals and certificates are in the name of PACE Sports and Entertainment Private Limited. Since the name of our company was changed to Pace E-Commerce Ventures Private Limited and a fresh certificate of incorporation was issued by Registrar of Companies, Pune on July 25, 2022. After that, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on August 03, 2022 and consequently the name of our Company was changed to “Pace E-Commerce Ventures Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Pune dated August 08, 2022 we have to update the name Pace E-Commerce Ventures Limited on the statutory approvals and certificates. We cannot ensure that we will be able to update the said documents in a timely manner.

8. ***Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.***

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory can impose fine on our company or suspend and/or cancel the approval/licenses which may affect our business adversely.

For more information about the licenses required in our business, please refer section "Government and other statutory approvals" beginning on page no. 147 of this Prospectus.

9. ***Agreements with the Reputed Brands/Companies are yet to be Executed***.

Our main business activity is based on the use of design, patent and brand of internationally well reputed kids Brand/companies. The Company is using the same from 2018 and every year the agreements were renewed with the brand/ companies. However due to Covid-19, the agreements were not renewed as on date. The term sheets from some of the internationally reputed brands are received. We are sure that the executions of Agreements are only routine formalities which will be completed soon. However, if such agreements are not executed with one or more company, it will affect our business, revenue and profitability adversely

10. ***Fixed Amount of Royalty is to be paid to the Reputed Brands/Companies, irrespective of our business in such Brands/Companies.***

We have almost finalized the Business terms with few of the companies/Reputed brands and according to the Business Terms, our company has to pay fixed mount as royalty to such party annually irrespective of

business we procure using their brands. We have developed very good business by using the brands and logo of such internationally reputed companies. We are dealing in personalized, customized and semi luxurious products and in future if we cannot generate the growth of business by using the brand, we have to pay the royalty as decided with them and it will adversely affect our revenue, liquidity and Profitability.

11. We are dependent on the Promoter of the company for the growth of the company

The Promoter of the company has started the business and tied up with internationally reputed brands for Infant Home Furnishings, Home Furnishings etc. through his relations. The company dependents on the vision and mission of the promoter for the growth of business of the company. If he is not able to achieve the milestone set by himself, it will affect our business, revenue and profitability adversely

12. If we are unable to keep pace with advances in technology or develop and introduce new and complementary products and services in a timely manner, customers may reduce their use of, or stop using, our services.

The Internet and e-commerce markets are characterized by rapid technological change, changes in user and customer requirements and preferences, frequent introduction of new services and products embodying new technologies, including apps, and the emergence of new industry standards and practices that could render our existing websites, apps and technology obsolete. In particular, wireless networks around the world have recently started to test 5G & 6G technology, the next phase of mobile telecommunications standards.

These market characteristics are intensified by the emerging nature of the market and the fact that many companies are expected to introduce new Internet products and services in the near future. For example, our apps could become incompatible with future operating systems for mobile devices or new mobile device technology, or we may not be able to adapt our products and services to another form of data viewing, whether on new mobile devices or otherwise, in a timely and cost-effective manner or at all.

Developing and launching enhancements to our platforms and new services on our platforms may also involve significant technical risks and upfront capital investments that may not generate return on investment. If we are unable to adapt to changing technologies, our business, results of operations, cash flows and financial condition may be adversely affected.

13. We may experience disruptions, failures or breaches of our technology platforms.

Given that the entire sale of our products through our websites and apps is the core of our business, we depend on the efficient and uninterrupted operation of our technology platform, including our proprietary pricing algorithms. The same is true for other key functions such as marketing, logistics, forecasting and accounting. We also store data, such as proprietary information regarding transactions and customer behavior in our data centers. Such data is essential to our business and our ability to correctly price used products. While we have not experienced any such failures in the past, a disruption or failure of our technology platforms due to software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, power disruptions or other causes could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations. It may become increasingly difficult to maintain and improve the availability of our websites and apps, especially during peak usage times and as our product offering becomes more complex and the number of visitors' increases. We currently do not have business interruption insurance to provide for such adverse events. If we fail to effectively address capacity constraints, engage or replace our third-party technology providers, adequately respond to disruptions or upgrade our technology platforms accordingly, our websites and apps could become unavailable or fail to load quickly, and customers may decide to use other platforms and may not return, which would adversely affect our business and reputation.

14. Our actual or perceived failure to protect personal information and other data could damage our reputation and brands.

We collect, process, store, share, disclose and use limited personal information and other data provided by customers, including names, addresses, e-mail IDs and phone numbers. To effect secure transmission of such information, we rely on, among other security measures, firewalls, web content filtering, encryption and

authentication technology. We also depend on the security of our networks and, in part, on the security of our third-party service providers. Unauthorized use of, or inappropriate access to, our networks, computer systems or services, or to those of our third-party service providers, could potentially jeopardize the security of such confidential information. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we or our third-party service providers may be unable to anticipate these techniques or to implement adequate preventative measures. We may need to expend significant resources to protect against security breaches or to address problems caused by such breaches. If an actual or perceived breach of our security occurs, the perception of the effectiveness of our security measures could be harmed, which, in turn, could damage our relationships with consumer and reduce consumer traffic to our websites and apps which will affect our business operation, liquidity, profitability and reputation adversely.

With the enactment of the Personal Data Protection Bill, 2019 ("PDP Bill"), the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential liability. Our failure to comply with any of these laws, regulations or standards may have an adverse effect on our business, results of operations, cash flows and financial condition.

15. Any failure to maintain, protect and enhance the recognition and reputation of our Company could limit our ability to retain or expand our customer base and may adversely affect our business.

Maintaining leading brands is key in the online sector, and competition among online offerings tends to favor the market participants with the strongest brands. Consequently, the recognition and reputation of our the quality of our product is critical for the growth and continued success of our business. As competition in our markets intensifies, we anticipate that maintaining and enhancing our quality products portfolios will become increasingly difficult and expensive, and investments to increase the value of our products may not be successful. Any failure to provide a quality customer experience and customer service, to make payments and deliver the products on time by sellers on our platforms, or provide a quality customer experience and customer service and to comply with applicable laws could damage our reputation and brands and result in the loss of customers. Any negative publicity may be accelerated through social media platforms due to their immediacy and accessibility as a means of communication, which will affect our business, revenue profitability and loss of customers.

16. We rely on third-party service providers for many aspects of our business, and any failure to maintain these relationships could harm our business.

Our entire business is the online business, So first of all we have to rely on the services of Software developer, antivirus software supplier, internet service providers, server space providers etc. In addition to these most of our online products are being supplied by the third parties, even for the delivery arrangement we have to rely on the services of the third parties. If the third parties on which we depend are unable to continue to provide their services, experience difficulty meeting our requirements or standards, or revoke or fail to renew our service contracts or license agreements with them, we could have difficulty operating key aspects of our business, which could damage our business and reputation, loss of customers, revenue and profitability.

17. Our investments in marketing may fail to drive attention for our websites and apps and may not result in additional transactions completed through our platform.

We have made, and will continue to make, investments in our marketing efforts, including search engine marketing and other forms of online marketing, to attract large numbers of consumers seeking to purchase latest, unique and fashionable products. The allocation of our marketing investments is driven by analyzing the data we collect from relevant traffic to our websites and apps as well as trades entered into by our customers. We may, however, not be able to accurately measure the effectiveness of our marketing expenses. Consequently, we cannot assure you that our assumptions regarding required customer acquisition costs and resulting revenue as well as the marketing needed to source and expeditiously sell an attractive inventory will prove to be correct. If we are not able to attract sufficient traffic to our websites and apps, translate a sufficient number of visits into transactions, build and maintain a loyal customer base and expand our relevance in the market for our products, this could adversely affect our future growth and competitive position.

18. We are subject to risks related to online payment methods.

We accept payments through a various methods, including credit card and debit card through a third party processor /payment gateway and e-wallets. As we offer new payment options to customers, we may be subject to additional regulations, compliance requirements or fraud. For certain payment methods, including credit and debit cards, we pay charges and fees, which may increase our operating costs. Any disruption in the functioning of our third party payment channels, even if caused due to factors beyond our control, can adversely affect our brand and reputation. We may also be subject to payment card association operating rules and certification requirements and rules governing electronic funds transfers. If we fail to comply with the rules or requirements of any provider of a payment method we accept, which will lead to unnecessary litigations and affect our reputation adversely, if a data breach occurs relating to our payment systems, we may,, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card and debit card payments from customers or facilitate other types of online payments. If any of these events take place, our business, results of operations, cash flows and financial condition could be adversely affected.

19. Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.

We are insured for a risks associated with our trading business activities, through policy. We believe that we have got our assets and stock adequately insured; however our policy of covering these risks through insurance may not always be effective or adequate there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, to cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected.

20. Our goods return policy may affects our business operations, profitability and liquidity.

At par with the other e-commerce portal, we have designed our goods returned policy. According to our existing policy, we are collecting 100% advance from the customer who select personalized product/item, but in case of customized item and for regular items and products, our terms of payment is either full advance payment or Cash against delivery (COD). In case of cod, customer may not accept the goods or returned it immediately. Even in case of items other than personalized items, customer has a right to return the item/s within specified time. If such type of returned cases exceeds beyond our expectations may lead to loss of business, profit and liquidity also.

21. We are dependent on third party transportation providers for delivery of goods and materials to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.

As trading is our main activities, our success depends on the smooth supply and transportation of the goods to our buyers/clients, which are subject to various uncertainties and risks. In addition, goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of goods which may also affect our business and our results of operation negatively. A failure to maintain a timely supply of goods to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

22. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

23. As we having online business portal, we don't have any regular or long term customers

We are in to e-commerce business so any of the customer can approach and purchase from our portal. We offer wide and varied range of products to our customer. There are number of e portal for purchase of various goods and products, we have to face severe competition from the existing portal as well new entrants. Customers have choice to access any of the such portal, so generally customer may not be continuing with us

for a long time with us. However, our endeavor is to provide best quality of the goods with excellent services to maintain everlasting relationship with our customers to get the repeat orders. Looking to the cutthroat competition, we may not get expected business from the customer, which will lead to loss of business, revenue and profit.

24. We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates.

We are having online portal for sale of our and our partners goods and materials, so we are subject to fraud and other malpractice committed by our employees. The improper use of confidential information for other than our business by our employees may lead to litigation. Such misconduct could result in unexpected business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. We have almost taken all the steps to prevent such incidents, but it may not be effective at all the time in this high tech age. Any fraud, mischief or misbehavior on the part of our employees could materially affect our business operations, financial position and/or reputation.

25. Our Company does not have intellectual property.

We are having entire business through our e-portal where every details are by and large available on our website. We operate in an extremely competitive environment, where generating recognition is a significant element of our business strategy. Currently, we do not have any corporate logo. In absence of our Registered Logo or Trademark there are chances of getting damage to our brand name, business prospects, reputation and goodwill.

26. Our Loss making group companies in last three years

Our following group companies have made losses during the last three years:

(₹. in Lakhs)

Name of the Group Company	March 31, 2021	March 31, 2020	March 31, 2019
Boisson Vitaplus Private Limited*	(12.50)	NA	NA

**The Company was incorporated on July 10, 2020.*

27. Our Company requires high working capital in the year 2022-23 and onwards. Our inability to fund these requirements in a timely manner may adversely impact our financial performance.

Presently, our Company is engaged in trading of wide and varied range of garments and home furnishing materials. As on March 31, 2022 the Company's net working capital consisted of ₹440.18 Lakhs and which is going to increase sizably on account of manufacturing activities will be undertaken as part of expansion of business activities. Our current year working capital requirement is estimated at Rs. 1217.55 lacs. If we are not able to manage the working capital requirement properly then the growth, profitability and business will be adversely affected.

28. Our company avails various credit facilities from the Bank and Financial Institutions, as per sanction terms there are certain restrictive covenants imposed on the issuer company.

We have availed Cash Credit Facility ₹80,00,000 from HDFC Bank Limited., As a part of the conditions, during currency of the Bank's credit facilities, no dividend to be declared/No withdrawal in from of salary/Remuneration/ incentive/commission by the promoter/directors in case of overdue with the bank, unsecured loan to be converted in to equity as and when required to maintain positive tangible net worth, company shall not divert any funds to any purpose and launch new scheme of expansion without prior permission of bank and company is liable to charged 4% of the total limit sanctioned in case the facilities are taken over by another bank during the tenor of loan.

29. We have experienced negative cash flows in previous years / periods. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial condition.

Our Company had negative cash flows from our operating activities, in the previous years as per the Restated Financial Statements and the same are summarized as under.

(₹ In Lacs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020

Net Cash Generated from Operating Activities	(244.50)	(282.00)	(0.06)

30. We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

We have entered into certain transactions with related parties with our Promoter, Promoter Group, Directors, their relatives, Group Entities and may continue to do so in future. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favorable terms than from transaction with related parties. Additionally, our company belief that all our related party transactions have been conducted on an arm's length basis, but we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse affect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer to *"Annexure J "Related Party Transactions"* on page 114 of Restated Financial Information.

31. Our Promoter, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred or remuneration.

Our Promoter and Directors may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoter is interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled "*Business Overview*" and "*Our Promoters and Promoter Group*", beginning on page 77 and 110 respectively and the chapter titled "*Annexure J - Related Party Transactions*" on page 114 under chapter titled " *Restated Financial Statements*" beginning on page 114 of this Prospectus.

32. Sale of shares by our promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

The sale of shares by the promoter or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoter. However the closing of trading windows during the period of financial results may restrict the promoter from selling the shares in the open market.

33. The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the Infrastructure sector. All such point have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled "Basis for Issue Price "beginning on the page no 66 of the prospectus. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

34. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

As per SEBI (ICDR) Regulations, 2022, as amended, appointment of monitoring agency is required only for Issue size above Rs. 100 cr. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE.

35. Our success depends heavily upon our Promoter and Senior Management for their continuing services, strategic guidance and financial support.

Our success depends heavily upon the continuing services of Mr. Shaival Gandhi who is the natural persons in control of our Company. He currently serve as our Managing Director and his experience and vision had

played a key role in obtaining our current reputation and status in the market. We would depend significantly on our Key Managerial Persons for continuing our business operations successfully. If any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

36. We have not identified any alternate source of financing the 'Objects of the Issue'. If we fail to mobilize resources as per our plans, our growth plans may be affected.

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue which may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled *"Objects of the Issue"* on page 59 of this Prospectus.

37. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

38. Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

Post this Issue, our Promoter and Promoter Group will collectively own 65 % of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

39. We have not independently verified certain data in this Prospectus.

We have not independently verified data from the Industry and related data contained in this Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

40. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change based on various factors, some of which are beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or

another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be change subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled "Objects of the Issue" beginning on page no. 59 of this Prospectus.

41. Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "Capital Structure" beginning on page 46 of the Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

42. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the BSE SME in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the BSE SME. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

43. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

44. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index- based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit

breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

45. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India except any gain realized on the sale of shares on a Stock Exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian Stock Exchange on which equity shares are sold. Any gain realized on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognized Stock Exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of shares on a Stock Exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

EXTERNAL RISK FACTORS

After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in India and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

1. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

2. *Any changes in the regulatory framework could adversely affect our operations and growth prospects*

Our Company is subject to various regulations and policies. For details see section titled *"Key Industry Regulations and Policies"* beginning on page 86 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

3. ***Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

4. ***Presently, our 100% Revenue is derived from business in India and a decrease in economic growth in India could materially affect and cause our business to suffer.***

We derive 100% of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

5. ***The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Beeline Broking Limited as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

6. ***Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include income tax and GST and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

Section -III INTRODUCTION

THE ISSUE

Present Issue in terms of the Prospectus

Issue Details	
Equity Shares offered	64,59,600 Equity Shares of ₹ 10 each at an Issue Price of ₹ 103 each aggregating to ₹6653.39 Lacs
Of which:	
Fresh Issue[1]	40,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 103 per share aggregating to ₹ 4120.00 Lacs.
Offer For sale[2]	24,59,600 Equity Shares of₹ 10 each for cash at a price of₹103 per share aggregating to ₹ 2533.39 Lacs
Of which:	
Reserved for Market Makers	3,32,400 Equity Shares of ₹ 10 each at an Issue Price of ₹ 103 each aggregating to ₹ 342.37 Lacs
Net Issue to the Public*	61,27,200 Equity Shares of ₹ 10 each at an Issue Price of ₹ 103 each aggregating to ₹ 6311.02 Lacs
Of which	
Retail Portion	30,63,600 Equity Shares of ₹ 10 each at an Issue Price of ₹ 103 each aggregating to ₹ 3155.51 Lacs
Non Retail Portion	30,63,600 Equity Shares of ₹ 10 each at an Issue Price of ₹ 103each aggregating to ₹ 3155.51 Lacs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,85,33,510 Equity Shares of ₹ 10 each
Equity Shares outstanding after the Issue	2,25,33,510 Equity Shares of ₹ 10 each
Use of Proceeds	For further details please refer chapter titled "Objects of the Issue" beginning on page no 59 of the Prospectus for information on use of Issue Proceeds.

Notes

[1] Fresh Issue and Offer for sale of 64,59,600 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 09, 2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting of the members held on August 19, 2022.

[2]The offer for sale by Selling Shareholders for 24,59,600 equity shares authorized by their respective Authorization letter dated August 09, 2022.

a) The Equity Shares being offered by the Selling Shareholder severally and not jointly, specifically confirms that their portion of the Offered shares by each of them by way of the offer, are eligible in accordance with the ICDR Regulations.

b) This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please see the section titled "Issue Structure" beginning on page 168 of the Prospectus.

c) Since present offer is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI ICDR Regulations shall be made as follows:

a) Minimum fifty percent to Retail Individual Investors; and

b) Remaining to

i. individual applicants other than Retail Individual Investors; and
ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.
If the Retail individual investor category is entitled to more than fifty percent of the issue size on a proportionate

basis, the retail individual investors shall be allocated that higher percentage.

For details, including in relation to grounds for rejection of Applications, refer to “Offer Structure” and “Offer Procedure” beginning on page no 168 and 170, respectively. For details of the terms of the Offer, see “Terms of the Offer” beginning on page 161 of Prospectus.

SUMMARY OF OUR FINANCIAL INFORMATION

Restated Statement of Assets and Liabilities

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a)Share capital	1,831.90	1,831.90	1.00
(b) Reserves and surplus	817.54	763.42	6.24
2. Non-current liabilities			
(a) Long-term borrowings	313.72	64.33	121.39
(b) Other Non Current Liabilities	-	-	-
(c) Deferred tax liabilities (Net)	-		-
(d) Long-term Provisions	-	-	-
3Current liabilities			
(a) Short-term borrowings	48.77	33.12	-
(b) Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises; and	-	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	194.37	73.55	26.60
(c) Other current liabilities	13.34	17.16	2.55
(d) Short-term provisions	22.07	2.53	0.19
TOTAL	**3241.71**	**2786.01**	**157.97**
II.**ASSETS**			
1**Non-current assets**			
(a) Property, Plant & Equipment			
(i)Tangible assets	13.31	10.41	8.45
(ii)Intangible Assets	2,250.00	2,250.00	
(iii)Intangible Assets under development			
(iv)Capital Work in Progress			
Less: Accumulated Depreciation	8.20	6.45	5.64
Net Block	2,255.11	2,253.96	2.81
(b) Non Current Investments	-	-	-
(c) Deferred Tax Assets (Net)	0.48	0.33	0.33
(d) Long-term loans and advances	317.47	315.11	-
(e) Other Non Current Assets	1.29	1.29	0.50
2Current assets			
(a) Current Investments	-	-	-
(b) Inventories	191.77	110.34	53.81
(c) Trade receivables	281.10	53.68	37.17
(d) Cash and cash equivalents	13.88	14.28	11.48
(e) Short-term loans and advances	180.61	37.02	51.87
(f) Other Current Assets	-	-	-
TOTAL	**3241.71**	**2786.01**	**157.97**

Restated Statement of Profit and Loss account

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Revenue from operations	1,049.58	170.14	149.13
II. Other income	4.57	1.75	1.29
III. Total Revenue (I + II)	1,054.15	171.89	150.42
IV. Expenses:			
Purchase of Stock-In-Trade	947.46	172.50	106.09
Changes in Inventories of work-in-progress	(81.43)	(56.53)	9.53
Employee benefits expense	15.74	3.48	3.85
Finance costs	21.59	22.13	5.41
Depreciation and amortization expense	1.76	0.81	1.13
Operating and Other expenses	75.56	19.79	23.98
Total expenses	980.68	162.18	149.99
V. Profit before exceptional and extraordinary items and tax (III-IV)	73.47	9.71	0.43
VI Exceptional Items			
VII Profit before extraordinary items and tax	73.47	9.71	0.43
VIII Extraordinary items	-	-	-
IX Profit before tax (VII-VIII)	73.47	9.71	0.43
X Tax expense:			
(1) Current tax	19.50	2.53	0.16
(2) Deferred tax	(0.15)		(0.07)
(3) Less :- MAT Credit Entitlement	-	-	-
XI Profit/(loss) for the period from Continuing operations(VII-VII)	54.12	7.18	0.34
XII Profit/(loss) from Discontinuing operations	-	-	-
XIII Tax Expense of Discontinuing operations	-	-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-
XV Profit (Loss) for the period (XI + XIV)	54.12	7.18	0.34
XVI Adjusted Earnings per equity share:			
(1) Basic			
(2) Diluted			

Restated Statement of Cash Flow Statement

(₹ in Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flow from Operating Activities			
Net Profit Before tax as per Statement of Profit & Loss	73.47	9.71	0.43
Adjustments for :			
Depreciation &Amortisation Exp.	1.76	0.81	1.13
Income Tax Written Off			
Finance Cost	18.03	20.20	5.23
Operating Profit before working capital changes	93.26	30.72	6.79
Changes in Working Capital			
Trade receivable	(227.42)	(16.51)	2.97
Short term Loans and Advances	(143.59)	14.85	(22.78)
Inventories	(81.43)	(56.53)	9.53
Other Non Current Assets	-	(0.79)	0.20
Long term Loans And Advances	(2.36)	(315.11)	-
Trade Payables	120.82	46.95	5.08
Other Current Liabilities	(3.82)	14.61	(0.73)
Short Term Provisions	2.57	(0.03)	(0.15)
Net Cash Flow from Operation	(241.97)	(281.84)	0.91
Less : Income Tax paid	2.53	0.16	0.97
Net Cash Flow from Operating Activities (A)	(244.50)	(282.00)	(0.06)
Cash flow from investing Activities			
(Purchase) of Fixed Assets (net)	(2.90)	(2,251.96)	(1.25)
Sale of Fixed Assets (net)			4.60
Net Cash Flow from Investing Activities (B)	(2.90)	(2,251.96)	3.35
Cash Flow From Financing Activities			
Proceeds From Issue of shares capital	-	2,580.90	-
Short Term Borrowing (Net)	15.65	33.12	-
Long Term Borrowing (Net)	249.38	(57.06)	6.80
Interest Paid	(18.03)	(20.20)	(5.23)
Net Cash Flow from Financing Activities (C)	247.00	2,536.76	1.57
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	(0.40)	2.80	4.86
Opening Cash & Cash Equivalents at the beginning of the year	14.28	11.48	6.62
Cash and cash equivalents at the end of the period	**13.88**	**14.28**	**11.48**

GENERAL INFORMATION

Our Company was originally incorporated as 'Pace Sports and Entertainment Private Limited' as Private Limited Company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated August 05,2015 bearing Corporate Identification Number U51909PN2015PTC156068 issued by the Assistant Registrar of Companies, Pune. Subsequently, the name of the Company was changed to "Pace E-Commerce Ventures Private Limited" and a fresh certificate of incorporation was issued by Registrar of Companies, Pune on July 25, 2022. After that, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on August 03, 2022 and consequently the name of our Company was changed to "Pace E-Commerce Ventures Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, Pune dated August 08, 2022.For further details, please refer the chapter titled *"History and Certain Corporate Matters"* beginning on page 96 of this Prospectus.

The Corporate Identification Number of our Company is U51909PN2015PLC156068

Registered & Corporate Office of our Company

PACE E-COMMERCE VENTURES LIMITED
Registered Office: Anugrah Bunglow, Street4, Pallod Farms II,
Shambhu Vihar Society, Nankude Vasti, Aundh,
Pune - 411045, Maharashtra, India.
Tel No: +91- 85309 99431
Website: www.cotandcandy.com
E-mail: compliance@pacesports.in

Corporate Office: Office no.423, 4th Floor, 'C' Block, Sumel -11,
Opp. Namaste Circle, Shahibaug, Ahmedabad - 380004, Gujarat, India

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies
Our Company is registered with the Registrar of Companies, Pune located at:
Registrar of Companies
PCNTDA Green Building, Block A, 1st & 2nd Floor,
Near Akurdi Railway Station, Akurdi,
Pune – 411044, Maharashtra, India.

Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Prospectus

Sr No	Name	Designation	DIN	Address
1.	Shaival Dharmendra Gandhi	Managing Director	02883899	2-3, Ashwamegh Bunglows Part-3, Near Bileshwar Mahadev 132 Ft. Ring Road, Satellite, Ahmedabad - 380015, Gujarat, India.
2.	Harshal Chandrakant Gala	Non Executive Director	09539871	Flat No.1103, F Residency, Baner Hijewadi Link Road, Balewadi, Pune – 411045, Maharashtra, India
3.	Hiral Rasikbhai Vaghasiya	Independent Director	09069710	A-4/1003,Vrajraj Residency, Sarthana Jakatnaka, Vrajchowk, Sarthana, Surat - 395006, Gujarat, India
4.	Mihirkumar Atulbhai Sojitra	Independent Director	09703082	63-64 Vishal Nagar -2, Hari Hari Road, Nr. Health Center, Katargam, Surat - 395004, Gujarat, India

For further details of our Directors, please refer chapter titled "*Our Management*" beginning on page 100 of this Prospectus.

Company Secretary and Compliance Officer

Ms. Nikita Pediwal
PACE E-COMMERCE VENTURES LIMITED
Anugrah Bunglow, Street 4, Pallod Farms II,
Shambhu Vihar Society, Nankude Vasti, Aundh,
Pune - 411045, Maharashtra, India.
Tel No: +91- 8530999431
Website: www.cotandcandy.com
E-mail: compliance@pacesports.in

Note: Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.

Lead Manager to the Issue	Registrar to the Issue
Interactive Financial Services Limited **Address:** 612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad - 380 009,Gujarat, India **Tel No.:** 079- 46019796 **(M):** +91-9898055647 **Web Site:** www.ifinservices.in **Email**: mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Mr. Pradip Sandhir **SEBI Reg No:** INM000012856	**Bigshare Services Private Limited** **Address:** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400093 **Tel No:** +91 22-62638200 **Fax No.:** +91 22-62638299 **Website:** www.bigshareonline.com **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Contact Person:** Mr. Aniket Chindarkar **SEBI Reg.** No.: INR000001385
Legal Advisor to the Issue	**Statutory Auditor**
M/s. 24/7 Juris – Emergency Law Firm **Address:** 205, Next to Krupanidhi Hospital, Sumeru Complex, Above Tanna Travels, Paldi Cross Roads, Paldi, Ahmedabad – 380006, Gujarat, India. **Tel No.:** 7043708090 **E-Mail:** jurisemergency@gmail.com **Contact Person:** Mr. Swapnil Shah **Bar Council No.:** G/1700/2009	**M/s Ashish N. Parikh& Co., Chartered Accountants** **Address:** 9, Sadbhavna Apartments, Ramlalnagar, Maninagar, Ahmedabad – 380 008, Gujarat, India **Tel No:** +91 9879462409 **E-Mail:** caashishparikh@yahoo.com **Membership No.:** 152803 **Firm Registration No.:** 155844W **Contact Person:** CA Ashish Parikh
Peer ReviewedAuditor	**Bankers to the Company**
M/s Bharat Parikh & Associates, Chartered Accountants **Address:** 509-508, Shriram Chambers, R.C.Dutt Road, Alkapuri, Vadodara – 380 007, Gujarat, India **Tel No.:** +91-265-2338755 **Email:** nfo@bpaca.com, bharatparikhca@gmail.com **Membership No.:** 038204 **Firm Registration No.:** 101241W **Peer Review No:** 014390 **Contact Person: CA Bharat Parikh**	**HDFC Bank Limited** **Address:** 3rd Floor, Shivalik, Nr. Drive In Cinema, Drive In, Ahmedabad - 380054 **Tel No:** 9909945042 **Email Id :** bharat.prajapati@hdfcbank.com **Website:** www.hdfcbank.com **Contact Person**: Bharat Prajapati **Designation** : Relationship Manager

Bankers to the Issue and Refund Banker and Sponsor Bank
ICICI Bank Limited **Address**: Capital Market Division, 1st Floor, 5the Floor, HT Parekh Marg, Churchgate, Mumbai- 400020 **Tel:** 022-68052182 **Fax No.:** NA **Email id**: sagar.welekar@icicibank.com/ipocmg@icicibank.com **Contact Person**: Mr. Sagar Welekar **Website**: www.icicibank.com **SEBI Registration Number**: INBI00000004

SYNDICATE MEMBER(s)

No Syndicate Member have been appointed as on the date of this Prospectus.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35.

Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and its updated from time to time.

Registered Broker

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e Registered Broker at the Broker center.

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time.
For details on RTA, please refer https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Inter-Se Allocation of Responsibilities

Interactive Financial Services Limited being the sole Lead Manager to this issue shall be undertaking all activities in relation to this issue. Hence, the statement of inter-se allocation of responsibilities among Lead Manager is not required.

Credit Rating

This being an issue of Equity Shares, credit rating is not required.

IPO Grading

Since the Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO grading agency.

Monitoring Agency

As per regulation 262(1) of SEBI (ICDR) Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakhs. Since the Issue size is only of ₹6653.39 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received a written consent from our Peer Review Auditor, M/s Bharat Parikh & Associates, Chartered Accountants, with respect to their report on the Restated Financial Statements dated September 02, 2022 and written consent from our statutory auditor M/s. Ashish N. Parikh & Co. Chartered Accountants, with respect to the Statement of Tax Benefits dated September 07, 2022, to include their name in this Prospectus, as required under Companies Act read with SEBI ICDR Regulations as "Expert", defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Trustee

Since this is not a debenture issue, appointment of debenture trustee is not required.

Changes in Auditors During the Last Three Years

The Statutory auditor of the Company M/s. MJV & Co. has resigned as auditor on October 05, 2021 with immediate effect and M/s. Ashish N Parikh & Co., Chartered Accountants, has been appointed as Statutory Auditor of the Company in the Extra Ordinary General Meeting of the Company held on October 28, 2021 till the conclusion of Annual General Meeting of the Company held for Financial Year 2020-21. In Annual General Meeting held on November 30, 2021, M/s. Ashish N Parikh & Co., Chartered Accountants, has been appointed as Statutory Auditor of the Company till the conclusion of Annual General Meeting held in the Year 2026.

Filing of Draft Offer Document/ Offer Document

a) The Draft Prospectus and Prospectus shall be filed with SME Platform of BSE Limited ("BSE SME") situated at Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai - 400001, Maharashtra, India.

b) A soft copy of Draft Prospectus shall be submitted to SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Draft Prospectus and Prospectus along with relevant documents shall be filed with SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

c) A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Pune, Maharashtra situated at PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune–411044, Maharashtra, India.

Underwriter

Our Company, Selling Shareholders and the LM to the Issue hereby confirm that the Issue is 100% Underwritten.The Underwriting agreement is dated September 09, 2022 Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriter have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name and Address of the Underwriter	Indicative Number of Equity Shares Underwritten*	Amount Underwritten (₹in Lakhs)	% of the Net Issue size Underwritten
Interactive Financial Services Limited **Address:** 612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad - 380 009,Gujarat, India **Tel No.:** 079- 46019796 **(M):** +91-9898055647 **Web Site:** www.ifinservices.in **Email**: mbd@ifinservices.in **Investor Grievance Email:** info@ifinservices.in **Contact Person:** Mr. Pradip Sandhir **SEBI Reg No:** INM000012856	64,59,600	6653.39	100%
Total	**64,59,600**	**6653.39**	**100%**

**Includes 3,32,400 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker on its own account in order to comply with the requirements of Regulation 261 of SEBI (ICDR) Regulations 2018.*

In the opinion of our Board of Directors of the Company, the resources of the above-mentioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full.

WITHDRAWAL OF THE ISSUE

Our Company and Selling Shareholders in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

Market Maker

Our Company and the Lead Manager have entered into an agreement dated September 09, 2022 with the following Market Maker, duly registered with BSE to fulfill the obligations of Market Making:

Beeline Broking Limited
Samudra Complex, Office no. 701-702,
Nr. Girish Cold Drinks, off. C G Road,
Navrangpura, Ahmedabad – 380009
Gujarat, India

Tel No: +079 66664040
Email: pcs@beelinebroking.com
Investor Grievance Email ID: support@beelinebroking.com
Website: www.beelinebroking.com
Contact Person: Mr. Pradip Sandhir
SEBI Registration No.: INZ000000638

Beeline Broking Limited is registered with BSE SME as a Market Maker and has agreed to receive or deliver the Equity Shares in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the trading hours in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited and SEBI from time to time. The Market Maker spread (i.e., the difference between the buy and the sell quote) shall not be more than 10% in compliance with the Market Maker spread requirements or as specified by BSE SME and/or SEBI from time to time.

3. The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. The minimum lot size in the IPO is 1,200 Equity Shares, thus, the minimum depth of the quote shall be such an amount that the minimum lot of 1,200 Equity Shares is met, until the same is revised by BSE SME.

4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is 1,200 equity shares; however, the same may be changed by the SME Platform of stock exchange from time to time).

5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size (including the 3,32,400 Equity Shares to be allotted under this Issue to the Market Maker). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.

6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

8. There would not be more than five (5) Market Makers for a scrip of the company at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

9. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Exchange.

10. The Equity Shares of the Issuer will be traded in continuous trading session from the time and day the Issuer gets listed on BSE SME and Market Maker will remain present as per the guidelines mentioned under BSE Limited and SEBI circulars or amended from time to time.

11. The Market Maker shall not buy the Equity Shares from the Promoter or Promoter Group of the Issuer or any person who has acquired Equity Shares from such Promoter or Promoter Group, during the Compulsory Market Making Period.

12. The Promoters' holding of the Issuer which is locked-in shall not be eligible for offering to Market Maker during the Compulsory Market Making period. However, the Promoters' holding of the Issuer which is not locked in as per SEBI ICDR Regulations can be traded with prior permission of the BSE SME, in the manner specified by SEBI from time to time.

13. The LM, if required, has a right to appoint a nominee director on the Board of the Issuer any time during the Compulsory Market Making period provided it meets requirements of the SEBI ICDR Regulations.

14. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer at any particular level and is purely supposed to facilitate liquidity on the counter of the Issuer via its 2-way quotes. The price shall be determined and be subject to market forces.

15. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while withdrawal on account of force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

16. The Market Maker(s) shall have the right to terminate said arrangement by giving a (1) one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

17. In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

18. **Risk containment measures and monitoring for Market Makers**: BSE SME Exchange will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

19. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular Equity Shares of the Company as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

    The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

20. Price Band and Spreads SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be
    i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

    ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

21. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

22. After completion of the first three months of market making, in terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Offer). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the SME Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two way quotes during the first three months of the market making irrespective of the level of holding.

23. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at SME platform.

24. All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

25. Further, the following shall apply to Market Maker while managing its inventory during the process of market making:

    a) The exemption from threshold as per table below shall not be applicable for the first three (3) months of the Compulsory Market Making Period and the Market Maker shall be required to provide two-way quotes during this period irrespective of the level of holding.

    b) Threshold for market making as per table below will be inclusive of mandatory inventory of 5% of Issue Size at the time of Allotment in the Issue.

    c) Any initial holdings over and above such 5% of Issue size would not be counted towards the inventory levels prescribed

    d) Apart from the above mandatory inventory, only those Equity Shares which have been acquired on the platform of the Exchange during market making process shall be counted towards the Market Maker's threshold.

    e) Threshold limit will be taken into consideration, the inventory level across market makers.

    f) The Market Maker shall give two way quotes till it reaches the upper limit threshold, thereafter it has the option to give only sell quotes.

    g) Two way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

h) In view of the market making obligation, there shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process on the platform of the Exchange, the Exchange may intimate the same to SEBI after due verification.

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of Issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Issue size)
Upto₹ 2,000 Lakhs	25 %	24 %
₹. 2,000 Lakhs to ₹. 5,000 Lakhs	20 %	19 %
₹. 5,000 Lakhs to ₹. 8,000 Lakhs	15 %	14 %
Above ₹.8,000 Lakhs	12 %	11 %

26. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

Our Equity Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Prospectus, is set forth below:

Amount (₹ in Lacs except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	**AUTHORISED SHARE CAPITAL**	.	
	2,40,00,000 Equity Shares of face value of ₹10 each	2400.00	
B.	**ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	1,85,33,510 fully paid Equity Shares of face value of Rs. 10 each	1853.35	
C.	**PRESENT ISSUE IN TERMS OF THIS PROSPECTUS#**		
	Issue of 64,59,600 Equity Shares of face value of ₹10 each at a premium of ₹93 per share	645.96	6653.39
	Which Comprises:		
	(a) Fresh issue of 40,00,000 Equity Shares of face value of ₹10 each at a premium of ₹93 per share	400.00	4120.00
	(b) Offer for Sale of 24,59,600 Equity Shares of face value of ₹10 each at a premium of ₹93 per share	245.96	2533.39
(I)	Reservation for Market Maker 3,32,400 Equity Shares of face value of ₹10 each at a premium of Rs. ₹93 will be available for allocation to Market Maker	33.24	342.37
(II)	Net Issue to the Public 61,27,200 Equity Shares of face value of ₹10 each at a premium of ₹93 per share	612.72	6311.02
	Of Net Issue to the Public		
(I)	30,63,600 Equity Shares of face value of ₹10 each at a premium of ₹93 per share shall be available for allocation for Investors applying for a value of upto₹2 Lakh	306.36	3155.51
(II)	30,63,600 Equity Shares of face value of ₹10 each at a premium of ₹93 per share shall be available for allocation for Investors applying for a value above ₹2 Lakh	306.36	3155.51
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE PRESENT ISSUE**		
	2,25,33,510 Equity Shares of ₹10 each	2253.35	
E.	**SHARE PREMIUM ACCOUNT**		
	Share Premium account before the Issue		949.52
	Share Premium account after the Issue		4669.52

Details of Changes in Authorized Share Capital:

Since Incorporation of our Company, the Authorized share capital has been altered in the manner set forth below**:**

Sr. No.	Date of Change	AGM/ EGM	Changes in authorized Capital
1.	On Incorporation (August 5,2015)	-	The authorized capital of our company on incorporation comprised of ₹ 1,00,000/- consisting of 10,000 Equity shares of Rs. 10 each.
2.	April 6,2020	EGM	The authorized share capital of ₹ 1,00,000/- consisting of 10,000 Equity

			shares of ₹10 each was increased to ₹ 3.00,00,000/- consisting of 30,00,000 Equity shares of ₹10/- each.
3.	February 4,2021	EGM	The authorized share capital of ₹3.00,00,000/- consisting of 30,00,000 Equity shares of ₹10/- each was increased to ₹12,40,00,000/- consisting of 1,24,00,000 Equity shares of ₹10/- each.
4	February 12,2021	EGM	The authorized share capital of ₹12,40,00,000/-consisting of 1,24,00,000 Equity shares of ₹10/- each was increased to ₹19,00,00,000/-consisting of 1,90,00,000 Equity shares of ₹10/- each
5	August 19,2022	AGM	The authorized share capital of ₹19,00,00,000/-consisting of 1,90,00,000 Equity shares of ₹10/- each was increased to ₹24,00,00,000/- consisting of 2,40,00,000 Equity shares of ₹10/- each

Note:

- The present Public Issue of 64,59,600 Equity Shares which includes a Fresh Issue of 40,00,000 Equity shares which have been authorized by the Board of Directors of our Company at its meeting held on August 09, 2022 and was approved by the Shareholders of the Company by Special Resolution at the Annual General Meeting held on August 19, 2022 as per the provisions of Section 62(1)(c) of the Companies Act, 2013 and an offer for sale by the Selling Shareholders of 40,00,000 equity shares which have been approved by the Board of Directors of our Company at their meeting held on August 09, 2022 as per the provisions of Section 28 of the Companies Act, 2013.
- The selling shareholder has given their consent's to participate in the offer in the following manners.

Selling Shareholder	Number of Equtiy Share Pre Offer for Sale	Number of Equity Shares offered in the offer for sale	Total number of Equity Shares held Post Offer	% of the post issue holding by selling shareholders	Date of Authority letter
Shaival Dharmendra Gandhi	1,68,87,465	22,41,600	1,46,45,865	65.00	August 09, 2022
Dharmendra Ratilal Doshi	1,08,000	70,000	38,000	0.17	August 09, 2022
Dixit Pramukhlal Mehta	68,000	58,000	10,000	0.04	August 09, 2022
Kaushal Jitendra Doshi HUF	60,000	60,000	0	-	August 09, 2022
Pravina Jitendra Maniyar	75,000	30,000	45,000	0.20	August 09, 2022

The Selling Shareholders confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also confirmed that they have the legal and beneficial ownership of the Equity Shares being offered by them under the Offer for Sale.

The company has one class of share capital i.e. Equity Shares of Face value of Rs.10/- each only. All equity shares issued are fully paid-up. Our Company has no outstanding Convertible Instruments as on date of this Prospectus.

NOTES TO THE CAPITAL STRUCTURE:

1. Share Capital History:

Our existing Share Capital has been subscribed and allotted as under:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason / Nature of Allotment	Cumulative No. of Equity Shares
On Incorporation (August 5,2015)	10,000	10	10	Cash	Subscription to MoA[1]	10,000
May 2,2020	23,30,000	10	10	Cash	Right allotment[2]	23,40,000
March 19,2021	9,78,970	10	10	Cash	Right allotment[3]	33,18,970
March 24,2021	1,50,00,000	10	15	Other than cash	Preferential allotment[4]	1,83,18,970

July 26, 2022	2,14,540	10	103	Other than cash	@Preferential allotment[5]	1,85,33,510

@ Preferential Allotment (in form of Conversion of Loan).

1. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹10/- each fully paid at par as per the details given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Parin Chandrakant Gala	5,000
2.	Shaival Dharmendra Gandhi	5,000
Total		**10,000**

2. Further Allotment as on May 02,2020 of 23,30,000 Equity Shares of face value of ₹ 10 each fully paid up at par, the details are given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Shaival Dharmendra Gandhi	19,00,000
2.	Parin Chandrakant Gala	4,30,000
Total		**23,30,000**

3. Further Allotment as on March 19,2021 of 9,78,970 Equity Shares of face value of ₹ 10 each fully paid up at par, the details are given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Shaival Dharmendra Gandhi	9,30,693
2.	Parin Chandrakant Gala	48,277
Total		**9,78,970**

4. Further Allotment as on March 24, 2021 of 1,50,00,000 as a consideration of the arrangement of brand of the licenses, Franchise for various brands Equity Shares of face value of Rs. 10 each fully paid up at a premium of ₹ 5 per share, the details are given below:

Sr. No	Name of the Person	No of Shares Subscribed
1.	Shaival Dharmendra Gandhi	1,50,00,000
Total		**1,50,00,000**

5. Conversion of Loan in to Equity Shares as on July 26,2022 of 2,14,540 Equity Shares of face value of ₹ 10 each fully paid up at a premium of Rs. 93 per share, the details are given below:

Sr. No	Name of the Person	No of Shares Subscribed
1	Shaival Dharmendra Gandhi	2,14,540
Total		**2,14,540**

2. Equity Share Issued for consideration other than cash:

a) Except as set out below, our Company has not issued Equity Shares for consideration other than cash.

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Allotment
March 24, 2021	1,50,00,000	10	15	for a consideration of the arrangement the brand of the licenses, Franchise for various brands
July 26, 2022	2,14,540	10	103	Conversion of Loan in to Equity Shares

b) Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

3. Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 230-234 of the Companies Act, 2013.

4. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.

5. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Prospectus at a price lower than the Issue price.

6. **Our Shareholding Pattern:**

   The shareholding pattern of our company in accordance with Regulation 31 of SEBI (LODR) Regulations, 2015, as on September 22, 2022:

i. Summary of Shareholding Pattern:

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares(calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	**Promoter & Promoter Group**	1	1,68,87,465	**0**	**0**	1,68,87,465	91.12	1,68,87,465	0	0	91.12	0	0	0	0	0	0	1,68,87,465
(B)	**Public**	67	16,46,045	0	0	16,46,045	8.88	16,46,045	0	0	8.88	0	0	0	0	0	0	2,55,000
(C)	**Non Promoter-Non Public**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	**N.A**	**N.A**	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	**N.A**	**N.A**	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	**N.A**	**N.A**	0
	TOTAL	**68**	**1,85,33,510**	**0**	**0**	**1,85,33,510**	**100**	**1,85,33,510**	**0**	**0**	**100.00**	**0**	**0**			**N.A**	**N.A**	**1,71,42,465**

Note: Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such equity shares.

7. The shareholding pattern before and after the Issue:

Sr. No	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoter					
1.	Shaival Dharmendra Gandhi	1,68,87,465	91.12	1,46,45,865	65.00
	TOTAL (A)	**1,68,87,465**	**91.12**	**1,46,45,865**	**65.00**
(ii) Promoter Group					
	TOTAL (B)	**0**	**0.00**	**0**	**0.00**
(iii) Public					
2.	Parin Chandrakant Gala	4,83,277	2.61	4,83,277	2.14
3.	Ashish Arvindbhai Sakhiya	15,000	0.08	15,000	0.07
4.	Dineshbhai Dhirubhai Kheni	25,000	0.13	25,000	0.11
5.	Sureshbhai Batukbhai Patoliya	25,000	0.13	25,000	0.11
6.	Kailashben Sureshbhai Patoliya	25,000	0.13	25,000	0.11
7.	Sakhiya Kirtiben Ashishbhai	10,000	0.05	10,000	0.04
8.	Anuj Jagdish Jain	5,000	0.03	5,000	0.02
9.	Ashokkumar Chandanmal & Sons-HUF	11,100	0.06	11,100	0.05
10.	Ketki Jigar Gosar	5,000	0.03	5,000	0.02
11.	Kusumdevi Onkarnath Khandelwal	11,800	0.06	11,800	0.05
12.	Lalit Jankilal Kabra	15,300	0.08	15,300	0.07
13.	Minal Purvesh Dagli	5,500	0.03	5,500	0.02
14.	Shreyansh Dharmesh Chheda	5,000	0.03	5,000	0.02
15.	Suchita Ketan Gosar	5,000	0.03	5,000	0.02
16.	Vaibhav Shivkumar Joshi	6,700	0.04	6,700	0.03
17.	Dharmesh Vinodchandra Shah/Ankita Dharmesh Shah (Joint)	3,300	0.02	3,300	0.01
18.	Avani Manoj Murarka	2,200	0.01	2,200	0.01
19.	Avdhesh Mishra	13,300	0.07	13,300	0.06
20.	Piyush Gurudas Labhane	2,600	0.01	2,600	0.01
21.	Praful Gopaldas Agrawawl	11,800	0.06	11,800	0.05
22.	Dharmendra Ratilal Doshi	1,08,000	0.58	38,000	0.17
23.	Dharmil Dharmendra Doshi	50,000	0.27	50,000	0.22
24.	Jaimil Dharmedra Doshi	50,000	0.27	50,000	0.22
25.	Mansi Dharmil Doshi	50,000	0.27	50,000	0.22
26.	Chandani Chintan Doshi	9000	0.05	9000	0.04
27.	Chandrakant Ratilal Doshi - HUF	9000	0.05	9000	0.04
28.	Chandrakant Ratilal Doshi	9000	0.05	9000	0.04
29.	Chandrikaben Chandrakantbhai Doshi	9000	0.05	9000	0.04
30.	Chintan Chandrakant Doshi	9000	0.05	9000	0.04
31.	Killol Rajnikant Doshi	15,000	0.08	15,000	0.07
32.	Dhaval N Doshi	11,250	0.06	11,250	0.05
33.	Narendra Ratilal Doshi - HUF	10,000	0.05	10,000	0.04
34.	Narendra Ratilal Doshi	11,250	0.06	11,250	0.05
35.	Chintan Chandrakantbhai Doshi - HUF	4,500	0.02	4,500	0.02
36.	Shantaben Rasiklal Doshi - ST	4,500	0.02	4,500	0.02

37.	Rilav Rajnikant Doshi	5,000	0.03	5,000	0.02
38.	Ashok Jayantilal Shah	5,000	0.03	5,000	0.02
39.	Dixit Pramukhlal Mehta	68,000	0.37	10,000	0.04
40.	Mahendrakumar Chandulal Shah	1000	0.01	1000	0.00
41.	Ronak Shaileshkumar Shah	5000	0.03	5000	0.02
42.	Shalu Prakashchandra Mehta	5000	0.03	5000	0.02
43.	Shikha Shalu Mehta	5000	0.03	5000	0.02
44.	Veenaben Shaileshbhai Shah	5000	0.03	5000	0.02
45.	Bhavin Mayank Shah	4000	0.02	4000	0.02
46.	Dhruv Navinbhai shah	5,000	0.03	5,000	0.02
47.	shripal Mahendrabhai sanghvi	5,000	0.03	5,000	0.02
48.	prakashchandra Babulal mehta	10,000	0.05	10,000	0.04
49.	Dhanesh Harilal shah	25,000	0.13	25,000	0.11
50.	Malti Dhaneshbhai Shah	25,000	0.13	25,000	0.11
51.	chesta Darshanbhai Gandhi	25,000	0.13	25,000	0.11
52.	Jigar Jitendrabhai Doshi	45,000	0.24	45,000	0.20
53.	Nisha Jigar Doshi	61,000	0.33	61,000	0.27
54.	Harshal Jayeshbhai Shah	2,500	0.01	2,500	0.01
55.	Jalpa Harshal Shah	2,500	0.01	2,500	0.01
56.	Jitendra Ratilal Doshi	23,000	0.12	23,000	0.10
57.	Jigisha Dharmendra Doshi	40,000	0.22	40,000	0.18
58.	Achal Kaushal Doshi	8,000	0.04	8,000	0.04
59.	Divya Jitendra Doshi	18,000	0.10	18,000	0.08
60.	Kaushal Jitendra Doshi HUF	60,000	0.32	0	0.00
61.	Pravina Jitendra Maniyar	75,000	0.40	45,000	0.20
62.	Megha Nirlep Patel	1,667	0.01	1,667	0.01
63.	Nirlep Rajendrabhai Patel	1,667	0.01	1,667	0.01
64.	Sohil P Patel - HUF	1,667	0.01	1,667	0.01
65.	Unmesh Pareshbhai Patel - HUF	1,667	0.01	1,667	0.01
66.	Dilipkumar Mulachand Jain	10,000	0.05	10,000	0.04
67.	Nareshkumar Bhawarlal Jain	10,000	0.05	10,000	0.04
68.	Jigar Jitendra doshi - HUF	40,000	0.22	40,000	0.18
	IPO			4000000	17.75
	OFS			2459600	10.92
	TOTAL (C)	**1646045**	**8.88**	**7887645**	**35.00**
	TOTAL (A+B+C)	**18533510**	**100.00**	**22533510**	**100.00**

8. **Details of Major Shareholders**

i. **List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Prospectus:**

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Shaival Dharmendra Gandhi	1,68,87,465	91.12
2.	Parin Chandrakant Gala	4,83,277	2.61
TOTAL		**1,73,70,742**	**93.73**

ii. **List of Shareholder holding 1.00% or more of the paid-up capital of the company ten days prior to the date of the Prospectus:**

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital

1.	Shaival Dharmendra Gandhi	1,68,87,465	91.12
2.	Parin Chandrakant Gala	4,83,277	2.61
TOTAL		**1,73,70,742**	**93.73**

iii. List of Shareholder holding 1.00% or more of the paid-up capital of the company one years prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Shaival Dharmendra Gandhi	17835693	97.36
2.	Parin Chandrakant Gala	483277	2.64
TOTAL		**1,83,18,970**	**100.00**

iv. List of Shareholder holding 1.00% or more of the paid-up capital of the company two years prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Shares Capital
1.	Shaival Dharmendra Gandhi	1905000	81.41
2.	Parin Chandrakant Gala	435000	18.59
TOTAL		**23,40,000**	**100.00**

9. As on date of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

10. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise except that if we enter into acquisition(s) or joint ventures, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

11. **Share Capital Build-up of our Promoter & Lock-in**

Our Promoter had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoter.

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue/ Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post-Issue	
Shaival Dharmendra Gandhi									
August 5,2015	Subscriber to MOA	Cash	5000	5000	10	10	0.03	0.02	3 year
May 20,2020	Allotment	Cash	1900000	1905000	10	10	10.25	8.43	3 year
March 19,2021	Allotment	Cash	930693	2835693	10	10	5.02	4.13	3 year
March 24, 2021	Allotment	Other than Cash	1,50,00,000	17835693	10	15	80.93	66.57	1 year
April 2021	Gift		-1500000	16335693	10		-8.09	-6.66	
August 2021			1456469	17792162	10	15	7.86	6.47	3 year
	Transfer	Cash	43531	17835693	10	15	0.23	0.19	1 year

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue/ Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post-Issue	
May 3,2022	Transfer	Cash	-15000	17820693	10	40	-0.08	-0.07	
May 3,2022	Transfer	Cash	-25000	17795693	10	40	-0.13	-0.11	
May 3,2022	Transfer	Cash	-25000	17770693	10	40	-0.13	-0.11	
May 3,2022	Transfer	Cash	-25000	17745693	10	40	-0.13	-0.11	
May 3,2022	Transfer	Cash	-10000	17735693	10	40	-0.05	-0.04	
June 27,2022	Transfer	Cash	-5000	17730693	10	100	-0.03	-0.02	
June 29,2022	Transfer	Cash	-11,100	17719593	10	90.09	-0.06	-0.05	
June 30,2022	Transfer	Cash	-5000	17714593	10	100	-0.03	-0.02	
June 21,2022	Transfer	Cash	-11,800	17702793	10	84.75	-0.06	-0.05	
June 30,2022	Transfer	Cash	-15300	17687493	10	84.97	-0.08	-0.07	
June 28,2022	Transfer	Cash	-5,500	17681993	10	90.91	-0.03	-0.02	
June 30,2022	Transfer	Cash	-5000	17676993	10	100	-0.03	-0.02	
June 30,2022	Transfer	Cash	-5000	17671993	10	100	-0.03	-0.02	
June 21,2022	Transfer	Cash	-6700	17665293	10	74.63	-0.04	-0.03	
June 29,2022	Transfer	Cash	-3300	17661993	10	90.91	-0.02	-0.01	
June 30,2022	Transfer	Cash	-2200	17659793	10	90.91	-0.01	-0.01	
June 29,2022	Transfer	Cash	-13300	17646493	10	75.19	-0.07	-0.06	
June 27,2022	Transfer	Cash	-2600	17643893	10	76.92	-0.01	-0.01	
June 29,2022	Transfer	Cash	-11800	17632093	10	84.75	-0.06	-0.05	
June 10,2022	Transfer	Cash	-70000	17562093	10	20	-0.38	-0.31	
June 10,2022	Transfer	Cash	-25000	17537093	10	20	-0.13	-0.11	
June 10,2022	Transfer	Cash	-25000	17512093	10	20	-0.13	-0.11	
June 10,2022	Transfer	Cash	-25000	17487093	10	20	-0.13	-0.11	
June 12,2022	Transfer	Cash	-9000	17478093	10	20	-0.05	-0.04	
June 12,2022	Transfer	Cash	-9000	17469093	10	20	-0.05	-0.04	
June 12,2022	Transfer	Cash	-9000	17460093	10	20	-0.05	-0.04	
June 12,2022	Transfer	Cash	-9000	17451093	10	20	-0.05	-0.04	
June 12,2022	Transfer	Cash	-9000	17442093	10	20	-0.05	-0.04	
June 11,2022	Transfer	Cash	-15000	17427093	10	20	-0.08	-0.07	
June 11,2022	Transfer	Cash	-2500	17424593	10	20	-0.01	-0.01	
June 13,2022	Transfer	Cash	-2500	17422093	10	20	-0.01	-0.01	
June 13,2022	Transfer	Cash	-2500	17419593	10	20	-0.01	-0.01	
June 13,2022	Transfer	Cash	-4500	17415093	10	20	-0.02	-0.02	
June 12,2022	Transfer	Cash	-4500	17410593	10	20	-0.02	-0.02	
June 13,2022	Transfer	Cash	-5000	17405593	10	20	-0.03	-0.02	
June 10,2022	Transfer	Cash	-5000	17400593	10	40	-0.03	-0.02	
June 13,2022	Transfer	Cash	-25000	17375593	10	40	-0.13	-0.11	
June 10,2022	Transfer	Cash	-1000	17374593	10	40	-0.01	0.00	
June 11,2022	Transfer	Cash	-5000	17369593	10	40	-0.03	-0.02	
June 10,2022	Transfer	Cash	-5000	17364593	10	40	-0.03	-0.02	
June 13,2022	Transfer	Cash	-5000	17359593	10	40	-0.03	-0.02	
June 13,2022	Transfer	Cash	-5000	17354593	10	40	-0.03	-0.02	
June 13,2022	Transfer	Cash	-5000	17349593	10	40	-0.03	-0.02	
June 11,2022	Transfer	Cash	-4000	17345593	10	75	-0.02	-0.02	
June 13,2022	Transfer	Cash	-38000	17307593	10	20	-0.21	-0.17	

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue/ Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post-Issue	
June 13,2022	Transfer	Cash	-25000	17282593	10	20	-0.13	-0.11	
June 13,2022	Transfer	Cash	-25000	17257593	10	20	-0.13	-0.11	
June 13,2022	Transfer	Cash	-25000	17232593	10	20	-0.13	-0.11	
June 14,2022	Transfer	Cash	-5000	17227593	10	40	-0.03	-0.02	
June 15,2022	Transfer	Cash	-5000	17222593	10	40	-0.03	-0.02	
June 15,2022	Transfer	Cash	-10000	17212593	10	20	-0.05	-0.04	
June 14,2022	Transfer	Cash	-25000	17187593	10	20	-0.13	-0.11	
June 16,2022	Transfer	Cash	-25000	17162593	10	20	-0.13	-0.11	
June 16,2022	Transfer	Cash	-25000	17137593	10	20	-0.13	-0.11	
June 13,2022	Transfer	Cash	-45000	17092593	10	20	-0.24	-0.20	
June 13,2022	Transfer	Cash	-47000	17045593	10	20	-0.25	-0.21	
June 14,2022	Transfer	Cash	-2500	17043093	10	20	-0.01	-0.01	
June 14,2022	Transfer	Cash	-2500	17040593	10	20	-0.01	-0.01	
June 13,2022	Transfer	Cash	-23000	17017593	10	20	-0.12	-0.10	
June 13,2022	Transfer	Cash	-40000	16977593	10	25	-0.22	-0.18	
June 13,2022	Transfer	Cash	-14000	16963593	10	25	-0.08	-0.06	
June 18,2022	Transfer	Cash	-8000	16955593	10	25	-0.04	-0.04	
June 18,2022	Transfer	Cash	-18000	16937593	10	25	-0.10	-0.08	
June 18,2022	Transfer	Cash	-40000	16897593	10	25	-0.22	-0.18	
June 19,2022	Transfer	Cash	-75000	16822593	10	20	-0.40	-0.33	
June 27,2022	Transfer	Cash	-1667	16820926	10	89.98	-0.01	-0.01	
June 27,2022	Transfer	Cash	-1667	16819259	10	89.98	-0.01	-0.01	
June 27,2022	Transfer	Cash	-1667	16817592	10	89.98	-0.01	-0.01	
June 27,2022	Transfer	Cash	-1667	16815925	10	89.98	-0.01	-0.01	
June 27,2022	Transfer	Cash	-8750	16807175	10	40	-0.05	-0.04	
June 27,2022	Transfer	Cash	-7500	16799675	10	40	-0.04	-0.03	
June 27,2022	Transfer	Cash	-3750	16795925	10	40	-0.02	-0.02	
June 27,2022	Transfer	Cash	-28000	16767925	10	50	-0.15	-0.12	
	Transfer	Cash	-15000	16752925	10	40	-0.08	-0.07	
June 27,2022	Transfer	Cash	-20000	16732925	10	25	-0.11	-0.09	
June 27,2022	Transfer	Cash	-60000	16672925	10	25	-0.32	-0.27	
July 26,2022	Allotment	Cash	214540	16887465	10	103	1.16	0.95	3 year
	OFS	Cash	-2241600	14645865	10	103		-9.95	
	TOTAL (A)			**14645865**			**91.12**	**65.00**	

Note: All the Equity Shares allotted and held by our Promoter were fully paid at the time of allotment and none of the Equity Shares held by our Promoter is pledged.

12. None of our Promote, Promoters Group, Directors and their relatives have purchased or sold the equity share of our company during the past six months immediately preceding the date of filing Prospectus except stated below:

Date Of transaction	Name of the Promoter/Director/ Promoter Group.	Purchased /sold	No of shares
May 3,2022	Shaival Dharmendra Gandhi	Sold	1,00,000
June 10,2022	Shaival Dharmendra Gandhi	Sold	1,56,000

June 11,2022	Shaival Dharmendra Gandhi	Sold	26,500
June 12,2022	Shaival Dharmendra Gandhi	Sold	49,500
June 13,2022	Shaival Dharmendra Gandhi	Sold	3,36,500
June 14,2022	Shaival Dharmendra Gandhi	Sold	35,000
June 15,2022	Shaival Dharmendra Gandhi	Sold	15,000
June 16,2022	Shaival Dharmendra Gandhi	Sold	50,000
June 17,2022	Shaival Dharmendra Gandhi	Sold	6,668
June 18,2022	Shaival Dharmendra Gandhi	Sold	1,41,000
June 21,2022	Shaival Dharmendra Gandhi	Sold	6,700
June 27,2022	Shaival Dharmendra Gandhi	Sold	1,62,400
June 28,2022	Shaival Dharmendra Gandhi	Sold	5,500
June 29,2022	Shaival Dharmendra Gandhi	Sold	39,500
June 30,2022	Shaival Dharmendra Gandhi	Sold	32,500
Total			**11,62,768**

13. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Prospectus.

14. **Lock in of Promoter:**

a) As per clause (a) Regulation 238 of the SEBI (ICDR) Regulations and in terms of the aforesaid table, an aggregate of 20.00 % of the post-Issue Equity Share Capital of our Company i.e. 45,06,702 equity shares shall be locked in by our Promoter for three years. The lock-in shall commence from the date of allotment in the proposed public issue and the last date of lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the public issue whichever is later. ("Minimum Promoters' contribution").

The Promoters' contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consent from our Promoter for the lock-in of 45,06,702 Equity Shares for three years. The Equity Shares that are being locked in are not ineligible for minimum promoter contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. In connection, we confirm the following.

- The equity shares offered for minimum 20% promoters contribution have not been acquired in the preceding three years before the date of prospectus for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction nor resulted from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution;
- The minimum promoter Contribution does not include Equity Shares acquired by our Promoter during the preceding one (1) year, at a price lower than the price at which Equity Shares are being offered to the public in the Issue;
- The minimum promoter Contribution does not include Equity shares pledged with any creditor.

b) Equity Shares of Promoter locked-in for one year

In addition to 20.00% (45,06,702) of the post-Issue shareholding of our Company shall be locked-in for three years as the minimum Promoters' contribution, the balance Pre-Issue Paid-up Equity Share Capital i.e. 78,97,563 (excluding 22,41,600 equity shares offer for sale) the Equity Shares, would be locked-in for a period of one year from the date of Allotment in the proposed Initial Public Offering as provided in clause (b) of Regulations 238 of SEBI (ICDR) Regulations, 2018.

15. **Lock-in of securities held by persons other than the promoter:**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly 14,28,045 (excluding 2,18,000 Equity shares offer for sale) Equity shares held by the Persons other than the Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

16. **Transferability of Lock-in securities:**

a) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to another Promoter or any person of the promoter group or a new promoter or a person in control of the issuer company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.
b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

17. **Other requirements in respect of 'lock-in'**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, and the pledge of specified securities is one of the terms of sanction of the loan.

18. In terms of regulations 241of the SEBI (ICDR) Regulations, 2018, our Company confirms the securities issued in dematerialized form then the lock-in is recorded by the depository.

19. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

20. All the Equity Shares of our Company are fully paid up equity shares as on the date of the Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

21. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.

22. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.

23. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

24. As per RBI regulations, OCBs are not allowed to participate in this Issue.

25. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

26. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

27. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

28. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.

29. Our Promoter and the members of our Promoter Group will not participate in this Issue.

30. As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.

31. Our Company shall ensure that transactions in the Equity Shares by the Promoter Group between the date of registering Prospectus with the Registrar of Companies and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

32. None of our Key Managerial person holds any Equity Shares in our Company.

33. As on date of this Prospectus, our Company has 68 Shareholders.

SECTION IV - PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The present Public offer of 64,59,600 Equity Shares includes a Fresh Issue of 40,00,000 Equity Shares and an offer for sale by the Selling Shareholders of 24,59,600 Equity Shares at an issue price of ₹103 per Equity Share.

The Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale.

Our Company proposes to utilize the Net Proceeds from the issue towards the following objects:

1. Acquisition of plant and machineries
2. Working capital requirement
3. General Corporate Purpose,
4. Meeting Public Issue Expenses.

(Collectively referred to as **"Objects"**)

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Fresh Issue.

Net Proceeds

The details of the proceeds of the Fresh Shares issue are summarized in the table below:

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Gross proceeds from the issue	4120.00
2.	Less: Issue related expenses	60.00
Net proceeds of the issue		**4060.00**

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Acquisition of Plant and Machineries	973.80
2.	Long Term Working Capital Requirement	2086.00
3.	General Corporate Purposes	1000.20
Total utilization of Net Proceeds		**4060.00**

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead manager or appraised by any bank or financial institution or any other external agency. Given the dynamic nature of our business and our Company, we may have to revise the estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In addition, the estimated dates of completion of various plans as described herein are based on management's current expectations and are subject to change due to various factors, some of which may not be in our control.

In the event of shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled *"Risk Factors"* beginning on page. 20 of this Prospectus.

Schedule of implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ In lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount already deployed	Estimated utilization of net proceeds in FY 2022-2023	Estimated utilization of net proceeds in FY 2023-2024
1.	Acquisition of Plant and Machineries	973.80	0	973.80	0
2.	Working Capital Requirement	2086.00	0	1200.00	886.00
3.	General Corporate Purposes[1]	1000.20	0	1000.20	0
	Total	**4060.00**	**0**	**3174.00**	**886.00**

[1]The amount utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue.

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the Financial Year 2022-23 and 2023-24. In the event that the estimated utilization of the Net Proceeds in a Financial Year 2022-23 and 2023-24 is not completely met, the same shall be utilized, in part or full, in the next Financial Year or a subsequent period towards the Objects.

Means of Finance

In the event of a shortfall in raising the requisite capital from the Net Proceeds, towards meeting the objects of the Issue, the extent of the shortfall will be met by internal accruals or debt. In case of any surplus of monies received in relation to the Fresh Issue, we may use such surplus towards general corporate purposes.

We confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the issue.

DETAILS OF THE OBJECTS OF THE ISSUE

Acquisition of Plant and Machineries

The total cost of Plant & Machinery including installation and transportation charges is Rs 973.80lacs comprising of indigenous machineries of Rs 638.50 lacs and Imported machineries of Rs. 335.30 lacs. The details of the Machinery to be purchased are given below. All the machinery suppliers require 100% payment before the delivery of machines. The Company has not placed any order for the Plant and Machineries. The validity of the most of the quotations have been expired but the promoter is confident that the machines will be available at the price as per the quotation given by various suppliers.

The Company will acquire following plant and machineries for the proposed project

SR. No	Date of Quotation	Particulars of Machineries	Name of Supplier	Quantity	Total Amount (Rs in Lacs)
1	June 01, 2022	Loop Ager Machine ATMOFIX PRO 60-3500-3350	Reckon Industries	1	56.61
2	July 27, 2022	Kornit Storm HD6 Demo printer	Arrow Digital Private Limited	1	215.00

3	July 27, 2022	Pro 24F (EFI) • True flatbed 4' x 8' (1.22 x 2.44 m) • Ricoh Gen-5Printheads • 4 level grayscales 7 -21 pL • 6 colors CMYK + WW • Up to 1200 dpi resolution • LED UV curing	Arrow Digital Private Limited	1	135.00
4	May 28, 2022	Lucky Make Hot Air Stenter Machine	Lucky Engineering Works private Limited	1	69.00
5	June 08, 2022	Open cum Rope Washing Range for Digital Print	Thakore Exports	1	65.50
		Total			541.1
		Add : Taxes@ 18%			97.39
		Total			**638.50**

Sr. No	Date of Quotation	Particulars of Machineries	Name of Supplier	Quantity	Rate Per Unit(in US $)	Conversion rate*	Basic Amount (₹ in Lacs)	Custom Duty and other charges(₹ in Lacs)	Total Amount (₹ in Lacs)
1	May 28, 2022	Digital printer Machine Model X Plus(3200 mm)	Hangzhou Honghua Digital Technology Stock Co Ltd	1	110000	78.79	86.67	10.40	97.07
2	May 28, 2022	Coninous Transfer Printing Machine (cylinder Based) For Synthetics (Pengda PD-2800XD-800)	Hangzhou Honghua Digital Technology Stock Co Ltd	1	75000	78.79	59.09	7.09	66.18
3	May 28, 2022	Digital Printing Machine (for Textile Processing Unit only) Model : VG X1 (1800mm) Brand (Atexco)	Hangzhou Honghua Digital Technology Stock Co Ltd	1	137000	78.79	107.94	12.96	120.90
		Total					253.70	30.44	284.15
		Tax @ 18%							51.15
		Grand Total							**335.30**

- ICCI Bank 1US $ =78.79 as on 18.08.2022

1) WORKING CAPITAL REQUIREMENTS

The working capital requirement of the Company in The Financial Year 2021-22 was of ₹440.18 lacs which was financed by the Long Term and Short Term Borrowings and capital as well as Cash Accruals. The Company had established the business and achieve the turnover of ₹ 1049.58 lacs. The total working capital requirement will be ₹1217.55 Lacs in the current Financial year 2022-23 and the same will be ₹2086.00 lacs in the Financial Year 2023-24.

Basis of estimation of working capital requirement :

(₹ In Lacs)

Particulars	31.03.2020	31.03.2021	31.03.2022	31.03.2023	31.03.2024
	Audited	Audited	Audited	Projected	Projected
Inventories	53.81	110.34	191.77	443.84	887.67
Trade Receivables	37.17	53.68	281.1	657.53	1315.07
Cash and Bank Balances	11.48	14.28	13.88	59.13	24.26
Short term loans and Advances	51.87	37.02	180.61	250.00	350.00
Total	**154.33**	**215.32**	**667.36**	**1410.50**	**2477.00**
Less :					
Trade Payables	26.6	73.55	194.37	147.95	295.89
Other Current Liabilities	2.55	17.16	13.34	15.00	50.00
Short Term Provisions	0.19	2.53	22.07	30.00	45.00
Total Liabilities	**29.34**	**93.24**	**229.78**	**192.95**	**390.89**
Net Working Capital	124.99	122.08	437.58	1217.55	2186.11
Balance	124.99	122.08	437.58	1217.55	2186.11
Financed through Capital Internal Cash Accruals	3.6	24.63	75.09		100.00
Long term and short term borrowings	121.39	97.45	362.49	0.00	0.00
Fund from IPO				1217	2086.00

Assumptions for working capital requirements

Particulars	No of months holding period				
	F.Y. 2019-2020	F.Y.2020-21	F.Y. 2021-22	F.Y. 2022-23 and F.Y. 2023-24 (Estimated)	Justification for Holding
Finished Goods	185	233	74	90	The Company has started the business in the year 2015-16. The two years of Covid-19 had affected the business of the Company in FY 2019-20 and 2020-21. The Estimate for 2022-23 and 2023-24 are on the basis of stocking period of 2021-22, the year which was normal.
Trade Receivables	91	115	98	120	The Company has started the business in the year 2015-16. The two years of Covid-19 had affected the business of the Company in FY 2019-20 and 2020-21. Estimate for 2022-23 is on the basis of period given to the clients in the FY 2021-22. The Company in order to increase the volume of business has to provide credit facilities to the Customers.
Trade Payables	92	156	74	30	The Company has started the business in the year 2015-16. The two years of Covid-19 had

					affected the business of the Company in FY 2019-20 and 2020-21. Estimate for 2022-23 is on the basis of revised policy of company mot to take more credit from suppliers and rather to negotiate for the price which is more beneficial to enhance the profitability of the Company

2. General Corporate Purposes

In terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is estimated not to exceed 25.00% of the proceeds of the issue. Our management will have flexibility in applying Rs.1000.20 lakhs of the Net Proceeds towards general corporate purposes, including but not restricted to financing working capital requirements, capital expenditure, acquiring business premises, meeting exigencies etc or any other purpose as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management in accordance with the policies of the Board will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹60.00 lakhs. The expenses of this include, among others, underwriting and lead manager fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated issue expenses are as follows:

Activity	Estimated expenses (₹ in lakhs)	As a % of total estimated issue related expenses	As a % of Gross Issue Size
Lead Manger Fees including Underwriting Commission.	24.00	40.00	0.58
Brokerage, selling commission and upload fees	2.00	3.33	0.05
Registrar to the Issue	1.00	1.67	0.02
Legal Advisors	3.00	5.00	0.07
Advertising and marketing expenses	5.00	8.33	0.12
Regulators including stock exchanges	10.00	16.67	0.24
Printing and distribution of issue stationary	3.00	5.00	0.07
Others (Market Making fees etc.)	12.00	20.00	1.46
Total estimated issue related expenses	**60.00**	**100.00**	**1.46**

Notes

1. The fund deployed up to August 31, 2022 is Rs. Nil towards issue expenses vide certificate dated August 31, 2022 having UDIN: 22152803AQLHWG3124 received from M/s Ashish N. Parikh & Co., Chartered Accountants.

2. Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular)	₹ 10 per application on wherein shares are allotted
Syndicate ASBA application procured directly and bided by the Syndicate	₹ 10 per application on wherein

members (for the forms directly procured by them)	shares are allotted
Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank	₹10 per application on wherein shares are allotted
Sponsor Bank shall be payable processing fees on UPI application processed by them	₹ 5 per application on wherein shares are allotted

3. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them
4. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.
5. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Interim use of Net Proceeds

Our Company in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. The Net Proceeds pending utilization for the purposes described above, in accordance with the SEBI ICDR Regulations, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus which are proposed to be repaid from the Net Proceeds.

Appraisal Report

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions / banks.

Monitoring Utilization of Funds

As this is a Fresh Issue for less than ₹ 10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI (ICDR) Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

None of our suppliers / service providers for utilization of Issue proceeds for various Objects of the Issue are associated in any manner with our Company or any other related party directly or indirectly.

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Group Companies or Key Managerial Employees. Our Company has not entered into or is not planning to enter into any arrangement / agreements with Promoter, Directors, key management personnel, associates or Group Companies in relation to the utilization of the Net Proceeds of the Issue.

Other Confirmation

No part of the Net proceeds of the Issue will be paid by us to the Promoter and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price of ₹103.00/- per Equity Share is determined by our Company and Selling shareholders, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹103.00/- per Equity Share. The Issue Price is 10.3 (Ten point Three) times the face value.

Investors should refer sections / chapters titled "*Risk Factors*", "*Restated Financial Statements*", "*Management Discussion and Analysis of Financial Condition and Results of Operations*" and "*Business Overview*" beginning on page 20, 114,138 and 77 respectively of this Prospectus to get an informed view before making an investment decision.

The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the Qualitative Factors, which form the basis for computing the price are

- Agreements with widely known companies working for kids
- Founder led management Team
- Our insights of Indian Consumers and merchants.

For further details, please refer to the paragraph titled "*Our Competitive Strengths*" in the chapter titled "*Business Overview*" beginning on page 77 of this Prospectus.

Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

1) Basic and Diluted Earnings Per Share (EPS)

Year ended	Basic and Diluted EPS (Pre Bonus)	Weights
March 31, 2020	3.44	1
March 31, 2021	0.29	2
March 31, 2022	0.30	3
Weightage Average EPS		**0.82**

Note. Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no of equity shares outstanding during the year as per restated financials.

2) Price to Earnings (P/E) ratio in relation to Issue Price ₹103.00/- per Equity Share of ₹10.00/- each fully paid up

Particulars	P/E ratio
P/E ratio based on Basic and diluted EPS as at March 31, 2022	343.33
P/E ratio based on Weighted Average Basic and diluted EPS	125.61
***Industry**	
Highest	NA
Lowest	NA
Average	NA

3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements (Standalone)

Year Ended	RONW (%)	Weight
March 31, 2020	4.74	1
March 31, 2021	0.28	2
March 31, 2022	2.04	3
Weighted Average		**1.90**

Note: Return on Networth has been calculated as per the following formula:

1) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
2) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4) Net Asset Value (NAV)

Particulars	₹ per Share Pre Bonus
Net Asset Value per Equity Share as of March 31, 2022	14.46
Net Asset Value per Equity Share after IPO	31.02
Issue Price	103.00

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year}}$$

5) Comparison with industry peers

***At present there is no listed company in the field in which we are operating. Hence the comparison with industry peers is not available.**

Notes:

a) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.

b) RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.

For further details, please refer section titled "*Risk Factors*" beginning on page 20 of this Prospectus and the financials of the Company including important profitability and return ratios, as set out in the section titled "*Financial Statements*" beginning on page 114 of this Prospectus to have more informed view about the investment proposition. The Face Value is Rs.10.00/- per Equity Share and the Issuer Price Rs.103.00/- has been determined by the Issuer in consultation with the Lead Manager and is justified by the company in consultation with the Lead Manager on the basis of above information.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Pace E-Commerce Ventures Limited
Anugrah Bunglow, Street 4, Pallod Farms II,
Shambhu Vihar Society, Nankude Vasti, Aundh,
Pune - 411045, Maharashtra, India.

Dear Sir,

Sub: Statement of Possible Special Tax Benefits available to Pace E-Commerce Ventures Limited ('the Company") and its shareholders prepared in accordance with the requirements in Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations")

We hereby report that the enclosed annexure, prepared by the management of the company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 read with Income Tax Rules, Circulars, Notifications ('Act') as amended by the Finance Act, 2022, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

A. the Company or its shareholders will continue to obtain these benefits in future; or
B. the conditions prescribed for availing the benefits have been/would be met.
C. The revenue authorities/court will concur with the views expressed herein

The contents of the enclosed annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views, consequence to such change. We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("Guidance Note") issued by the Institute of Chartered Accountants of India. The

Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

This report including enclosed annexure is intended for your information and for inclusion in the Draft Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, Ashish N. Parikh & Co.
Chartered Accountants
Firm Reg No.: 155844W

SD/-
CA Ashish Parikh
Proprietor
Mem. No.: 152803
UDIN: 22152803ARHVPF3329

Place: Ahmedabad
Date: September 07, 2022

ANNEXURE

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THECOMPANY AND ITS SHAREHOLDERS

Outlined below are the possible special tax benefits available to Company and its shareholders under Income Tax Act 1961("the Act") presently in force in India.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE ACT")

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

- The above statement of Direct Tax Benefits sets out the special tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.
- The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.
- Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager or any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 20 and 114, respectively of the Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 20 of the Prospectus. Accordingly, investment decisions should not be based on such information.

INDIA ECONOMY

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's GDP is expected to grow at a strong rate of 7.4% in FY2022–23, the highest among major nations, according to International Monetary Fund (IMF). The IMF's prediction is supported by the strong performance of a few high-frequency indicators over the first four months of FY 2022–23. While the PMI manufacturing index reached an eight-month high in July 2022 with significant increases in the growth of new businesses and output, the index of industrial production and its eight core industries indicate a strengthening of industrial activity. The release of suppressed demand, the ease of mobility restrictions, and nearly universal vaccine coverage have helped the services sector, which was most negatively affected by the COVID-19 pandemic, become a significant growth engine.

the following key frequency indicators highlighted improved performances:

- Private consumption stood at 57.5% of the nominal GDP in FY 2021-22, indicating that it is becoming a macro growth driver.
- In July 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 51.1
- PMI Services remained comfortably in the expansionary zone at 55.5 in July 2022.
- Rupee strength reached Rs. 79.9/US$, as of 29 August 2022.
- In FY 2021-22, India received a total of US$ 58.77 billion in foreign direct investment.
- As of 19 August 2022, India's foreign exchange reserves stood at US$ 564.05 billion.
- According to RBI Bank credit stood at Rs. 121.49 trillion (US$ 1.52 trillion) as of 17 June 2022.
- Credit to non-food industries stood at Rs. 121.05 trillion (US$ 1.51 trillion) as of 17 June 2022.

(Source: https://www.ibef.org/economy/indian-economy-overview)

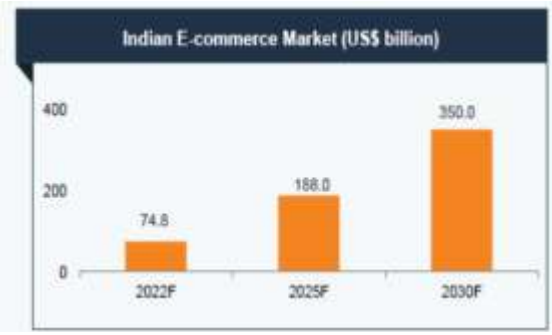
Indian E Commerce Market

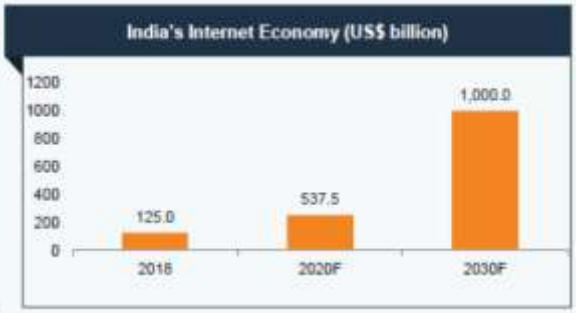
In 2022, the Indian e-commerce market is predicted to increase by 21.5%, reaching US$ 74.8 billion.

E-commerce has transformed the way business is done in India. The Indian E-commerce market is expected to grow to US$ 188 billion by 2025 from US$ 46.2 billion as of 2020. By 2030, it is expected to reach US$ 350 billion. India's e-commerce market is expected to reach US$ 111 billion by 2024 and US$ 200 billion by 2026.

Much of the growth for the industry has been triggered by an increase in internet and smart phone penetration. The number of internet connections in 2021 increased significantly to 830 million, driven by the 'Digital India' programme. Out of the total internet connections, ~55% of connections were in urban areas, of which 97% of connections were wireless.

India e-commerce will reach US$ 99 billion by 2024, growing at a 27% CAGR over 2019-24, with grocery and fashion/apparel likely to be the key drivers of incremental growth. In 2022, the Indian ecommerce market is predicted to increase by 21.5%, reaching US$ 74.8 billion. For the 2021 festive season, Indian e-commerce platforms generated sales worth US$ 9.2 billion gross GMV (Gross Merchandise Value).India's e-commerce market is expected to reach US$ 350 billion by 2030, with grocery and fashion/apparel likely to be its key growth drivers. E-commerce sales is expected to increase at a CAGR of 18.2% between 2021 and 2025 to reach Rs 8.8 trillion (US$120.1 billion).Online penetration of retail is expected to reach 10.7% by 2024, versus 4.7% in 2019.India had the third-largest online shopper base of 150 million in FY21, which is expected to be 350 million in FY26.India's digital sector is expected to increase multi-fold and reach US$ 1 trillion by 2030. Through its 'Digital India' campaign, the Government of India is aiming to create a trillion-dollar online economy by 2025. The Indian online grocery market is estimated to reach US$ 26.93 billion in 2027 from US$ 3.95 billion in FY21, expanding at a CAGR of 33%.With a turnover of $50 billion in 2020, India became the eighth largest market for e-commerce, trailing France and a position ahead of Canada.





(Source: https://www.ibef.org/industry/ecommerce/showcase, https://www.ibef.org/download/1658817070_E-Commerce-June-2022.pdf)

Indian Retail E-Commerce Market is the Fastest growing e-commerce market in the world

The Indian e-commerce industry has been on an upward growth trajectory. After a surge in digital adoption during COVID-19, the Indian e-commerce market is estimated to be worth over $55 Bn in Gross Merchandise Value in 2021. By 2030, it is expected to have an annual gross merchandise value of $350 bn. Further, as of 2021, more than 348 Mn users were conducting online transactions, and nearly 140 Mn were shopping online.

Young demography, increasing internet and smart phone penetration, and relatively better economic performance are some key drivers of this sector. With 830 Mn users, India is currently the 2nd largest internet market. In 2021, digital wallets were the leading payment method for e-commerce transactions with a share of 45.4%.

Close to 100 per cent of pin codes in India have seen e-commerce adoption. More than 60 per cent of transactions and orders in India come from tier two cities and smaller towns. The e-commerce trend is gaining major popularity even in tier-2 and tier– 3 cities as they now makeup nearly half of all shoppers and contribute three of every five orders for leading e-retail platforms. The average selling price (ASP) in tier-2 and smaller towns is only marginally lower than in tier-1/metro cities. Electronics and apparel make up nearly 70 per cent of the e-commerce market, when evaluated against transaction value. Other new upcoming categories within e-commerce include ed-tech, hyperlocal and food-tech; E-Commerce funding in India grew by ~600% YoY in 2021.

10%	8%	10%	12%
Contribution to India's GDP	Share in India's employment	Growth rate of retail sector over 2021-32	Share of Organised retail of total retail market

Reason to Invest

- The India's online shopper base to be the 2nd largest globally by 2030, with nearly 500-600 Mn shoppers.
- Internet penetration in India has grown significantly in the last 13 years – increasing from 4.8% in 2008 to 61% in 2021.
- Over CY20-30, Tier 2+ cities will contribute 88% of new online shoppers and $150 bn in cumulative incremental online retail GMV.

FDI Norms:

100% FDI allowed under automatic route in B2B E-commerce and in marketplace model of e-commerce. 100% FDI under Government approval route for E-Commerce by Food Retail Companies, provided products retailed are manufactured and/or produced in India.

Government Support:

Digital Payments & Technology:

The government is backing technologies such as UPI, RuPay, DigiLocker, eKYC to help promote digital transactions, increase its adoption in smaller cities, as well we to drive innovation in this space. In the FY22 Budget, a INR 1,500 crore scheme was proposed to financially incentivise digital payments.

Digital Infrastructure:
Ecommerce is set to benefit from government initiatives to boost rural broadband penetration within the ambit of Digital India. Bharat Net is one such program, with an outlay of INR ~61000 Crore, aimed to bring broadband connectivity to India's 2,50,000 Gram Panchayats.

One District One Product Programme:

The Government has launched the ODOP programme with the aim of selecting, branding, and promoting One Product from each District (One District – One Product) of the country to enable holistic socioeconomic growth across all regions.

Consumer Protection (E-Commerce) Rules, 2020:

Rules delineate roles and responsibilities for marketplace and sellers, and will reinforce competition and efficiency within the Indian e-commerce market.

E-Commerce Policy:

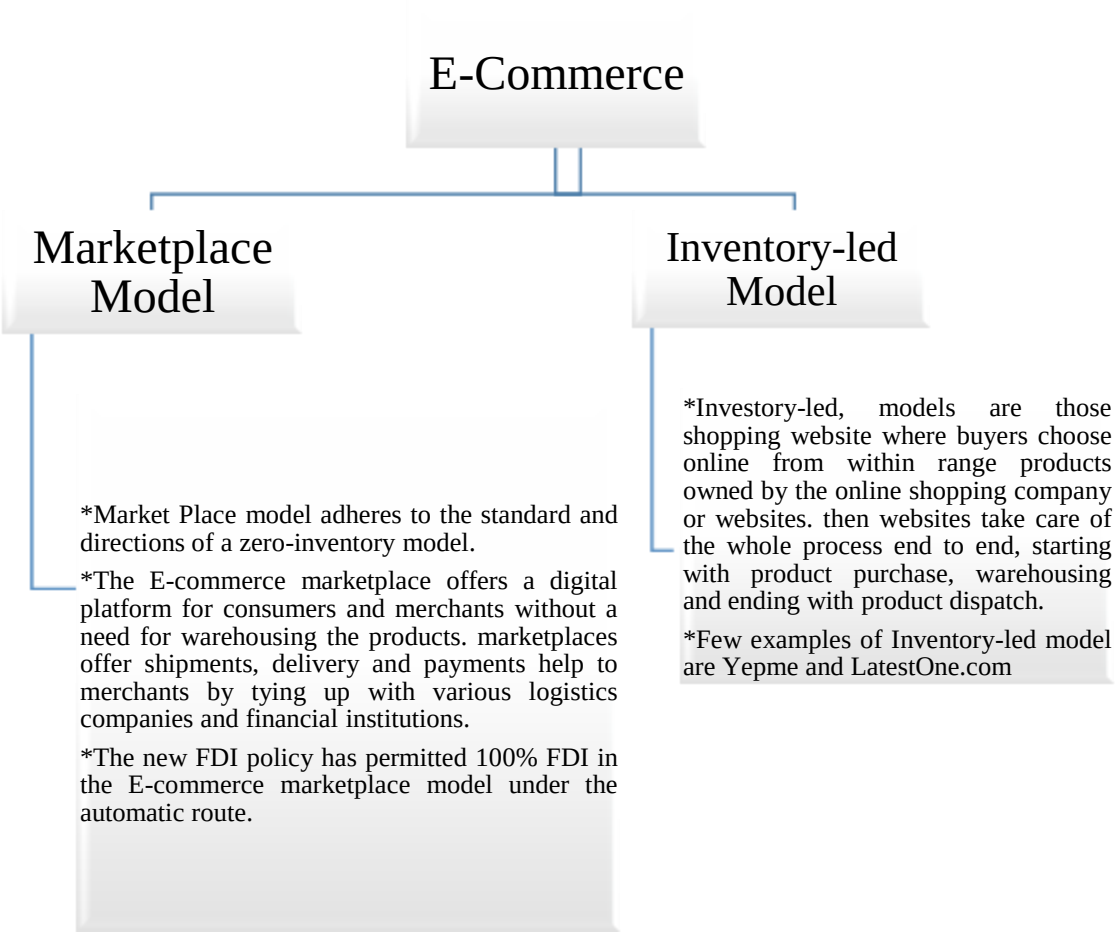
A draft policy that aims to create a framework for helping achieve holistic growth of the e-commerce sector, supporting it along with other initiatives such as Make in India and Digital India.

(Source: https://www.investindia.gov.in/sector/retail-e-commerce/e-commerce)

Online retail vs total retail in India:

There are lot of opportunities for E-retailers in India to capitalize upon with the gradually growing internet penetration in India. Online penetration of retail is expected to reach 10.7% by 2024 compared with 4.7% in 2019. Moreover, online shoppers in India are expected to reach 220 million by 2025.

E-tailing market by business model:



DEMOGRAPHIC FACTORS:

Convenience of E – commerce:

• Online retailers now deliver to 15,000-20,000 pin codes out of nearly 100,000 pin codes in the country.
• With logistics and warehouses attracting an estimated investment of nearly US $ 2 billion by 2020, the reach of online retailers to remote locations is set to increase.
• Amazon expanded its fulfillment network by 40 % with more than 60 fullfiment centers in 15 states offering 40 million cubic feet to sellers.
• In June 2021, Flipkart added a new fulfillment centre (FC) in Dankuni, West Bengal. The FC is spread over 2.2 lakh sq. ft. and has a potential to create ~ 3 ,500 direct jobs.

Millennials are the most active:

• Although shoppers between 25 and 34 years of age have been the most active on E - commerce portals, a surprising number of older people have increasingly started to shop online.
• However, the age group of 15-34 years are the major consumers of E -commerce.
• The popularity of web series among millenials is growing immensely.

(Source: https://www.ibef.org/download/1658817070_E-Commerce-June-2022.pdf)

ROAD AHEAD

The E-commerce industry has been directly impacting micro, small & medium enterprises (MSME) in India by providing means of financing, technology and training and has a favourable cascading effect on other industries as

well. Indian E-commerce industry has been on an upward growth trajectory and is expected to surpass the US to become the second largest E-commerce market in the world by 2034. Technology enabled innovations like digital payments, hyper-local logistics, analytics driven customer engagement and digital advertisements will likely support the growth in the sector. The growth in the E-commerce sector will also boost employment, increase revenues from export, increase tax collection by exchequers, and provide better products and services to customers in the long term. The rise in smart phone usage is expected to rise 84% to reach 859 million by 2022.

The e-retail market is expected to continue its strong growth - it registered a CAGR of over 35% to reach Rs. 1.8 trillion (US$ 25.75 billion) in FY20. Over the next five years, the Indian e-retail industry is projected to exceed ~300-350 million shoppers, propelling the online Gross Merchandise Value (GMV) to US$ 100-120 billion by 2025.

According to Bain & Company report, India's social commerce gross merchandise value (GMV) stood at ~US$ 2 billion in 2020. By 2025, it is expected to reach US$ 20 billion, with a potentially monumental jump to US$ 70 billion by 2030, owing to high mobile usage.

(Source: https://www.ibef.org/industry/ecommerce)

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the section titled "Risk Factors" on page 20 of this Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Restated Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no. 20, 114 and 138 respectively, of this Prospectus.

In this chapter, unless the context requires otherwise, any reference to the terms "We", "Us", "Our" and "PEVL" are to M/s. Pace E-Commerce Ventures Limited. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Prospectus.

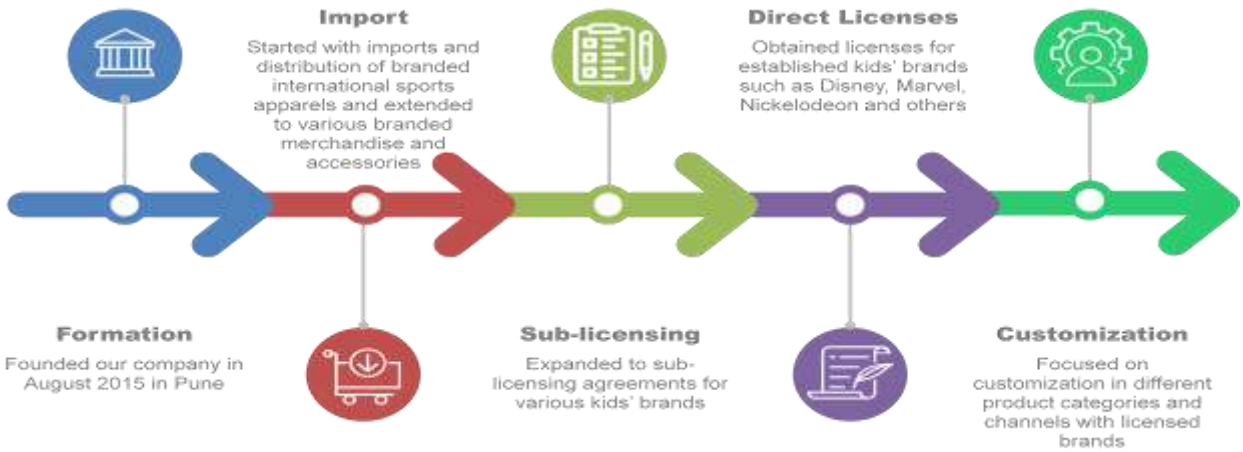
Overview

Company Background

Our Company was originally incorporated as 'PACE Sports and Entertainment Private Limited' as Private Limited Company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated August 05,2015 bearing Corporate Identification Number U51909PN2015PTC156068 issued by the Assistant Registrar of Companies, Pune. Subsequently, the name of the Company was changed to "Pace E-Commerce Ventures Private Limited" and a fresh certificate of Incorporation was issued on July 25,2022 bearing Corporate Identification Number Co. No. U51909PN2015PTC156068 by the Registrar of Companies, Pune. After That, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on August 03, 2022 and consequently the name of our Company was changed to "Pace E-Commerce Ventures Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, Pune, dated August 08, 2022. The CIN of the Company is U51909PN2015PLC156068.

Our journey so far

Our company started in August 2015 as a business that would give the kids/young consumers and sports enthusiasts in India access to International Football Clubs Merchandise and International Sports Brands apparels and Sports Goods. We started with imports and distribution of branded international sports apparels and extended to various branded merchandise and accessories. Thereafter we acquired manufacturing and distribution licenses of some of the popular and biggest brands in the Kids Entertainment Industry. This helped us in reaching a larger distribution area and a wider population. This wider assortment of products and customer base helped us gain valuable insights and obtain information and data as to what today's customer really want. We have spent time for developing on these valuable information and data points from our customers including but not limited to, Kids, Teenagers, Young Adults and Young Parents. we arrived at a clear conclusion - The demand is very swiftly moving to customized, personalized products.



Thereafter, we established our own e-commerce portal, www.cotandcandy.com offering a large range of products across different categories. We also started catering to number of request for on demand printing and manufacturing of products for both B2C and B2B Customers. Later, the portal expanded product categories to kids sports, kids fashion, kids furniture and home textiles. We currently have exclusive manufacturing and distribution rights for world renowned kids character entertainment brands and products in our portfolio including Licenses of Internationally reputed Kids brand. Besides these we have also developed good collection of Home Textiles and gifting products under our own private labels. In this journey, we have gradually transformed from an importer, licensee and distributor to an online digital retail and providing an online platform to manufacturing Company for unique and personalized products. At present company operates across all cities in India through the online channels and most major cities through offline distribution of products.

Company has been registered as a Startup with Department for Promotion of Industry and Internal Trade of Ministry of Commerce & Industry, Government of India for working in 'IT Services' Industry and 'Product Development' sector. on September 09, 2021 and valid upto August 04, 2025. The Company is going to provide an online platform for unique and personalised products.

OUR PRODUCTS:

We are focused on customization and personalisation across different product categories appealing to all age groups including kids, Teenagers and Young Adults. We provide products of licensed brands which is acceptable to all because of the below mentioned benefits :

- **RANGE** -Endless possibilities with ever-growing designs and make-on demand concept
- **VALUE -**Personalization & linked memories creating a unique identity or expression
- **COST**-Scale & efficiency will help reduce costs, and pass on the benefits to the consumers
- **SPEED :**Driven by superior technology, logistics and infrastructure
- **EASE:** Ease of end-to-end ordering and delivery process, at the comfort of one's home
- **QUALITY:** quality assured

Furniture: Beds and Cribs, Seating and Lounging, Storage & Organisers, Playroom Furniture, Bins and Baskets, Décor and Accessories.

Bedding: Kids Bedding, Baby Bidding.

Baby and Home: Baby & Kids Essentials, Dinning Essentials & Home ware.

Toys: Sports Ride Ons & Outdoor, Art and Craft, Games and Puzzles, Scooters and Ride Ons, Dolls Action figures and soft toys, Role and pretend Play, Infnat and Toddlet toys, Education and Construction toys, Vehicles RC and Next gen toys.

At present we are offering offline development of products as per the requirement of stores. We are offering the available designs with us and develop the product and get it manufactured with our third party fulfillment partners.We have On-demand/made-to-order infrastructure with sustainable and scalable manufacturing processes & QC checks. We have through our third party fulfillment partners revolutionized print-on-demand processes for fabrics, garments, photo printing, gifting, home décor, and many others through digital printing technology. We have lined up State-of-the-art infrastructure equipped with Direct to Garment Printers (DTG), Direct to Fabric Printers (DTF), Flatbed UV Printers, Digital Print Press and other Finishing and Supporting Equipment and High-quality manufacturing and production at scale, for individuals and small businesses alike and we have our own Superior IT infrastructure to take care of our customers needs.

CURRENT TRACTION

- **Target Market Audience**: Adults between 20 to 40 years
- **Product Category:** Toys & Sports, Baby & Kids Fashion, Kids Home Décor & Furniture, Home Textiles, Kitchenware
- **Indigenous Brands:** Pace, Ginger Bread, Cot & Candy, Wiggle wink, Home post
- **Licensed Brands:** various internationally reputed kids brands

Revenue Streams

- **Consumer -** Transaction Fee Model (% of order value or fixed fee) – fees from direct sale of products through the marketplace platform and mobile application
  Advertising Fees – Fees for onsite advertising / promotional activities on the marketplace platform
  - **Stores -** Listing Service / Platform Fees – fees earned by offering platform solutions to small sized stores / businesses
    Subscription Pricing – subscription based plans for extending access to different users for small sized stores / business
  - **Artist / Designers -** Listing Service Fee above a specified threshold – Listing fees from designers for providing opportunity to interact with large customers base
    Influencer Engagement Services – to provide platform for enabling influencers / designers to engage with the consumers

Our Competitive Strength

- **Agreements with widely known companies working for kids.**

We have tied up various internationally renowned and popular companies working for kids for various products like furniture, toys, garments etc. We had tied up with internationally reputed brands for Infant Home Furnishings, etc. We are using the same from 2018 and every year the agreements are renewed with the brand/ companies. However due to Covid-19, the agreements are not renewed as on date. The term sheets from some of the internationally

reputed brands are received. We are sure that the executions of Agreements are only routine formalities which will be completed soon.

- **Founder led management Team**

We have a Capable Management Team with significant industry experience. Our Management team is with founder promoter since the founder promoter have conceived the idea of developing the business in present format. Our Management experience, talent and vision helps us to obtain the goal of achieving new and innovative ideas to attract the more and more customers and enable to continue to take advantage of both current and future market opportunities.

We have qualified in-house teams who are responsible for different aspects of our business including to make the online portal customer friendly, to invite new stores and new designers on very attractive terms etc. We are able to add significant number segments and products on our portal. Our integrated structure also allows us to control our budget and maximize returns from the portal, including designers returns and operation and maintenance margins.

- **Our insights of Indian Consumers and merchants.**

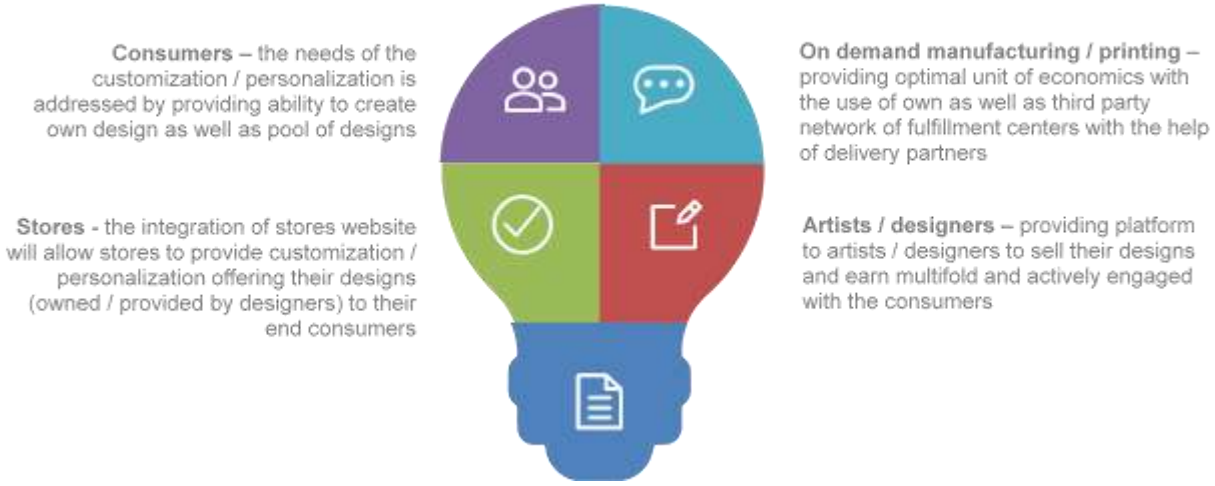
We have developed the insights into the way Indian customers spend and the way merchant operates the Business. Each transaction provides insights that help us improves personalisation for our consumers and merchants and create products addressing their needs.

Our Business Strategy

Development of online platform for customisation of product by customers

From the brief first-leg of our journey, we realized that design and aesthetics were absent in India's sports, leisure and entertainment products' market. Personalization and customization in the products was the NEW CONCEPT in the market and was rising at very high speed; and the business model needs to be evolved to de-risk the working capital and inventory risk. We are going to offer a solution to the changing needs of the consumer – an online platform & marketplace for designers and artists to reach consumers across the world, share their creations and present them a unified platform offering endless possibilities with a vast array of products and ever-growing library of designs help for personalized and customized products. Thus a marketplace platform offering unified solutions for creating endless possibilities for the consumers / stores for personalized and customized products.

Multi-product Marketplace Platform for consumers, stores and designers



Establishing manufacturing facility

We had established our own e-commerce portal, cotandcandy.com for on demand online product delivery, to cater to large B2C market in the kids Merchandise segment. The Response from the customers and Merchants is very encouraging and at present in order to supply we have to depend upon the third party manufacturers for catering the needs of the customers. We have to procure the material, to give the design and product specification to the third party manufacturers and at each and every stage of production we have to take the care of quality. We will set up its own high tech manufacturing plant for completing the designing and manufacturing under one roof.

Grow Consumer and Merchants

We will continue to grow our consumer and merchant base, adhering to our mission to become India's leading on line platform for customization and personalization of products across categories, catering to diverse needs through value added products, and enabling individuals and businesses to optimally satiate their aesthetic needs. While we already have a large number of consumers and merchants on our ecosystem, we believe that there is continued scope for expansion given the under-penetration of the various products and services we offer. We endeavour to continue to increase the engagement and retention of our consumers and merchants on our ecosystem by offering them better products.

INFRASTRUCTURE FACILITIES AND UTILITIES LIKE WATER, ELECTRICITY, ETC.

Registered Office

Anugrah Bunglow, Street 4, Pallod FarmII, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune - 411045, Maharashtra, India.

Corporate Office

Office no.423, 4th Floor, 'C' Block, Sumel -11, Opp. Namaste Circle, Shahibaug, Ahmedabad- 380004, Gujarat, India.

Power

Our Company meets its power requirements in our office from the Maharashtra State Electricity Distribution Co. Ltd and the same is sufficient for our day-to-day functioning. The Company had taken premises for factory on rental basis and having power connection of the factory is 500 KW, which is sufficient for the plant.

Water

Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

Plant, Machinery, Technology, process Etc.

Our Company is in the business of Trading Activities, hence details of Plant, Machinery, Technology, process is not applicable.

Collaborations, any Performance guarantee or assistance in marketing by the Collaborators

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

Human Resources

Human resource is an asset to any industry, sourcing and managing. We believe that our employees are the key to the success of our business. We focus on hiring, retaining employees who are skilled and having a prior experience in our field.

As on September 1, 2022, we have the total strength of 16 permanent employees in various departments. The details of which is given below:

Sr. No.	Particulars	Employees
1)	Management Team	02
2)	Managers	05
3)	IT/Software Development	01
4)	Designing	02
5)	Marketing	03
6)	Other	03
	Total	**16**

We have not experienced any major strikes, work stoppages, labour disputes or actions by or with our employees, and we have good and cordial relationship with our employees.

Capacity and Capacity Utilisation

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

Sales and Marketing

Our online and offline marketing channels include various tools such as search engine marketing, social media.

Offline Marketing Channels

1. Catalogs and direct mailing campaigns

Catalogs remain the highest-quality, most visually-alluring vehicle to capture an audience, present product, create an aspirational lifestyle and generate solid customer loyalty and brand-awareness. No one can argue the distinct advantage catalogs have through photography, paper and printing quality, size, use of models and share of customer attention. And catalogs have proven to be the most successful driver of web traffic also. There's no better way for a multi-channel marketer to target and acquire customers. Powering shop owners and our offline retail distribution partners with high quality catalogs – digital and printed remains our most rewarding tool.

2. Pop-up shops

This short-term retail market has exploded over the past few years, bridging the gap between ecommerce and brick-and-mortar stores and enabling us a chance at premium real estate at a fraction of the cost. A pop-up shop is the perfect way to test the waters with offline expansion.

3. Trade show participation

For decades, tens of thousands of buyers and vendors have descended upon at Trade Shows. There, brands rub shoulders with media and potential customers who may want to stock our products on their ecommerce and brick-and-mortar stores. At trade shows, boutique commerce companies can strike business-changing deals with larger retailers that may want to distribute their products at scale. To keep costs low and familiarize ourselves with the unique dynamics of each trade show, we participate as an attendee. We avoid overinvesting in first trade shows with a sponsored booth, which can cost us lot of money and may limit our ability to network freely.

Online Marketing Channels

1. Use visuals that help customers see themselves in the product

Every photo on our website and social media pages help our customers imagine themselves actually using our products. And in today's time, the more images the better. We showcase the lifestyle that your customers come to us for. Ultimately, the idea is to show our customers how our products fit into their lifestyle—and make it better.

2**. Craft videos that make our brand stand out**

While high-quality images are a must for marketing our clothing brand online, video is the king of content these days. Just like our photos, customers need to imagine themselves in our products, and video is a quick, engaging, and fun way to make that happen. We include video across all our channels. We follow trends and publish trending videos.

3. Be active in groups and communities

It's super important to stay engaged with your audience when marketing online. Our standard social media feeds are great, but we can get even closer with your customers by creating exclusive fan groups. We don't even have to be in marketing mode all the time—these are places where we and our audience can interact and share valuable tips. Facebook Groups and Communities are helping us build Customer loyalty in the long run.

4. Encourage user-generated content

User-generated content is any form of content (reviews, videos, etc.) that is created by regular people and not us. We Encourage our followers to show off our products in an organic way through user-generated content can be effective to both interact with our community but also to sell products. A single bit of user-generated content is the ultimate review. Our most dedicated fans have great things to say about our products and this can give a major boost to our brand's authenticity by telling the rest of your audience what we already know: you're the real deal.

5. Boost sales with email marketing

Although there are many new and exciting ways to market our brand online, email is still something that most people check every day. It definitely remains a great way to get the word out about your brands and offers. One major benefit is that email sign-ups are often much more opt-in than social media posts that appear on your feed. The people we'll be sending emails to will be users who've already interacted with our brand. Meaning, they'll be much more likely to already have some amount of brand loyalty.

6. Join forces with micro-influencers

Partnering with an influencer who has a tightly-knit fan base already can be particularly helpful for growing our brand. A micro-influencer's small but passionate fan base usually has a higher level of trust compared to bigger influencers, which can quickly add a level of legitimacy to your messaging.

Our relationship with a micro-influencer help us boost exposure and show our customers that there are real people who have good things to say about our brand. The key benefit of a good influencer: trust. When they tell their fans that they like a product, their fans will take their word for it.

Intellectual Property Rights

As on date of the Prospectus our company do not get any Intellectual Property Rights, but we have applied for the Intellectual Property Rights .

Details of Immovable Property:

Company has taken following Properties on Lease:

Particulars	Details
Name of Lessor	Bootstart Space and Hospitality Private Limited

Name of the Lessee	Pace E-Commerce Ventures Limited
Description of Property	Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra - 411045
Date of agreement	August 12, 2022
Rent per month	Rs. 20,000 p.m.
Usage	Registered Office
Area (Approx)	4 Table Space.
Duration of Agreement	August 12, 2022 to August 11, 2023

Particulars	Details
Name of Lessor	Mohinidevi Maendrakumar Bhansali and other
Name of the Lessee	Pace E-Commerce Ventures Limited
Description of Property	Office no.423, 4th Floor, 'C' Block, Sumel -11, Opp. Namaste Circle, Shahibaug, Ahmedabad - 380004, Gujarat.
Date of agreement	August 24,2022
Rent per month	Rs. 54,734/- pm.
Usage	Corporate Office
Area (Approx)	4344 Sq.ft.
Duration of Agreement	April 1,2022 to March 31,2023

Particulars	Details
Name of Lessor	Jindal Texofab Limited
Name of the Lessee	Pace E-Commerce Ventures Limited
Description of Property	723, GIDC, Phase- IV, Vatva, Ahmedabad
Date of agreement	August 29, 2022
Rent per month	Rs.1,25,000/- pm (inclusive of GST)
Usage	For Manufacturing Activities
Area (Approx)	11,145 Sq. feet.
Duration of Agreement	September 1,2022 to August 31,2023

Insurance :

Particulars	Details
Name of the Insurance Company	HDFC ERGO General Insurance Company Limited
Name of Insured	Pace Sports and Entertainment Private Limited
Policy No	2949 2047 8723 7900 000
Type of Policy	Material damage (Fire Coverages)
	Burglary and Housebreaking Insurance Policy
Validity Period	18/07/2022 to 17/07/2023
Premium Payable (Rs)	Rs. 10,237 /-
Sum Insured	Rs. 50,00,000/- for each type of both the above risk
Items Insured	Stocks and Stocks in Process-Stock of Kidswear, Kids Sports Item, Kids Furniture, Etc pertain to insured trades
Insured Address	Office no.423, 4th Floor, 'C' Block, Sumel -11, Opp. Namaste Circle, Shahibaug, Ahmedabad- 380004, Gujarat..

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye–laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the Income Tax Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page 147 of this Prospectus.

The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designated not intended to substitute for professional legal advice. The statements below are based on the current provisions of Central and the State laws, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

APPLICABLE LAWS AND REGULATIONS

• BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME") the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951;

The Central Government has vided its notification numbering 1702(E) dated June 1, 2020 amended the definition of MSME which has come into effect from July 1, 2020.

The revised definition is as under:

i. a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;

ii. a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and

iii. a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ('Council'). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

Information Technology Act, 2000 (The "Information Technology Act")

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records, creating a mechanism for the authentication of electronic documentation through digital signatures. It also provides for civil and criminal liability including fines and imprisonment for various computer related offenses which include offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and inter alia gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability.

The National Digital Communications Policy, 2018 (the "NDCP 2018")

The NDCP 2018 was notified by the Ministry of Communications, Department of Telecommunications vide gazette notification dated October 22, 2018. The policy seeks to support India 's transition to a digitally empowered economy and society. The NDCP 2018 aims to accomplish the following strategic objectives by 2022: (i) provision of broadband for all; (ii) creating four million additional jobs in the digital communications sector; (iii) enhancing the contribution of the digital communications sector to eight percent of India 's GDP; (iv) propelling India to the top 50 nations in the ICT Development Index published by the United Nations International Telecommunication Union; (v) enhancing India 's contribution to global value chains; and (vi)ensuring digital sovereignty. The NDCP 2018 further also contemplates, among others, (i) establishment of a national digital grid by creating a National Fibre Authority; (ii) establishing common service ducts and utility corridors in all new cities and highway road projects; (iii) creating a collaborative institutional mechanism between the central government, the state governments and the local bodies for common rights of way, (iv) standardization of costs and timelines; (v) removal of barriers to approvals; and (vi) facilitating development of open access next generation networks.

Personal Data Protection Bill, 2019 ("PDP Bill")

The PDP Bill proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the Indian Government, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. The Indian Government has also been mooting legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology formed a committee of experts ("NPD Committee") to recommend a regulatory regime to govern non-personal data ("NPD"). The NPD Committee has released two reports till date, which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with government and corporations alike and a registration regime and for "data businesses", being business that collect, process or store data, both personal and non-personal.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and the rules made there under

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with "e-commerce" defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances.

Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") and the proposed amendments to the E-Commerce Rules

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all e-commerce models. It specifies the Duties of E-commerce Entities, specific duties and liabilities of marketplace e-commerce entities and those of inventory e-commerce entities, and duties of sellers on marketplace. The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act, 2019.

The Ministry of Consumer Affairs, Food and Public Distribution has on June 21, 2021 released proposed amendments to the E-Commerce Rules, 2020, for comments, which, amongst others, imposes new registration requirements for online retailers, mandatory partnering with the National Consumer helpline, a ban on "specific" flash sales and mandating sharing of information with Government agencies. Specific flash sales or back-to-back sales, which limit customer choices, increase prices and prevent a level playing field, will not be allowed. Further, the proposed changes would require that e-commerce businesses should mention the name and details of any importer from whom it has purchased such goods or services alongside providing alternative suggestions to customers before they make a purchase to ensure fair opportunity for domestic goods. Additionally, the e-commerce entity shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The rules have also introduced the concept of "fallback liability", which says that e-commerce businesses will be held liable in case a seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer. Additionally, they would be required to share information within 72 hours with government agency which is lawfully authorized for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents.

Draft E-Commerce Policy, 2019 ("2019 Draft Policy")

In March 2019, the DPIIT had invited comments from stakeholders and the public on the 2019 Draft Policy. Among other items, the 2019 Draft Policy proposed that measures should be taken to regulate cross-border data flow, establish a level playing field for domestic and foreign e-commerce players, boost sale of domestic products through e-commerce, and generally regulate e-commerce in India. DPIIT is currently working on a revised draft policy

• LAW RELATED TO RELEVANT STATE

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exists, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

The Maharashtra State Tax on Professions, Trades, Callings and Employments Acts, 1975

A person employed on salary or wages, and includes a Government servant receiving pay from the revenues of the Central Government or any State Government or the Railway Fund, a person in the service of a body, whether incorporated or not, which is owned or controlled by the Central Government or any State Government, where the body operates in any part of the State, even though its headquarters may be outside the State, a person engaged in any employment of an employer, and any person who is engaged actively or otherwise in any profession, trade,

calling or employment in the State of Maharashtra, and includes a Hindu undivided family, firm, company corporation or other corporate body, any society, club or association, so engaged, but does not include any person who earns wages on a casual basis.

The Gujarat State Tax on Professions, Traders, Callings and Employments Rules, 1976

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Gujarat promulgated this law to structure and formulate the respective professional tax criteria and to collect funds through professional tax. The professional tax is charged on the income of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under this Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Pursuant to Notification No. (GHN-10)PFT-2008-S.3(2)(3)-TH, issued by the Finance Department of Sachivalaya, Gandhinagar, dated 01.04.2008, the Government of Gujarat have specified the rates in column 3, 4 and 5 of the schedules of the Act, as minimum rates which shall be levied by the respective Designated Authorities for the class of person specified in column 2 of schedule of the Act.

The Registration Act, 1908

Registration Act was introduced to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. Registration lends inviolability and importance to certain classes of documents.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not ‘duly stamped’ cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

- **ANTI-TRUST LAWS**

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to ₹ 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

• GENERAL CORPORATE COMPLIANCE

The Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 (and the amendments thereof) is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Arbitration and Conciliation Act, 1996

The purpose of the 1996 Act is to amend and unify domestic arbitration and international commercial arbitration and enforce foreign arbitral awards. The law was also amended in 2015 and 2019 to reduce court involvement in the arbitration. Section 89 of the Civil Procedure Code focuses on the importance of arbitration.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees Provident Fund Scheme, 1952

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

The Employees Compensation Act, 1923

The Employees Compensation Act, 1923 ("EC Act") (and the amendments thereof) provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death\ serious bodily injury.

Employees' State Insurance Act, 1948 (the "ESI Act")

The Employees' State Insurance Act, 1948 (the "ESI Act") an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee"

and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

• TAX RELATED LEGISLATIONS

The Customs Act, 1962 and the Private Warehouse Licensing Regulations, 2016

The provisions of the Customs Act, 1962, as amended (the "Customs Act") apply at the time of import or export of goods. Under the Customs Act, the Central Board of Excise and Customs ("**CBEC**") is empowered to appoint, by notification, *inter alia*, ports or airports as customs ports or customs airports and places as the Inland Container Depot ("ICD"). Section 45 of the Customs Act lays down that all imported goods unloaded in a customs area shall remain in the custody of the person approved by the Commissioner of Customs until they are cleared for home consumption or warehouse or transhipped. The said Act contains provision for levying the custom duty on imported goods, export goods, goods which are not cleared, goods warehoused or transhipped within 30 days after unloading etc. It also provides for storage of imported goods in warehouses pending clearance, for goods in transit etc., subject to prescribed conditions.

The Private Warehouse Licensing Regulations, 2016 (the "Warehouse Licensing Regulations") provides for the licensing of private warehouses by the principal commissioner of customs or the commissioner of customs. The Warehouse Licensing Regulations lay down the conditions to be fulfilled for an applicant to be granted a license and also provide for the term of the license, its non-transferable nature and the procedure for its surrender.

Income Tax Act, 1961 ("IT Act")

The IT Act is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or rules made thereunder depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by September 30 of each assessment year.

Goods and Service Tax (GST)

Gujarat Goods and Services Tax Act, 2017,
Central Goods and Services Tax Act, 2017,
The Integrated Goods and Services Tax Act, 2017,
Goods and Services Tax (GST) is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST shall be levied as Dual GST separately but concurrently by the Union (central tax - CGST) and the States (including Union Territories with legislatures) (State tax - SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament would have exclusive power to levy GST. (Integrated tax - IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. Besides, some goods and services would be under the list of exempt items.

• FOREIGN INVESTMENT RELATED LAWS AND REGULATIONS

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the applicable FEM Rules. FEMA replaced the erstwhile Foreign Exchange Regulation

Act, 1973. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the government approval route, depending upon the sector in which foreign investment is sought to be made. The DIPP (now DPIIT) makes policy pronouncements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEM Rules. In case of any conflict, the FEM Rules prevail. Therefore, the regulatory framework, over a period of time consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DIPP (now DPIIT) issued the FDI Policy which consolidates the policy framework on FDI issued by DIPP (now DPIIT), in force on August 28,2017 and reflects the FDI policy as on August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP (now DPIIT). As per the FDI Policy, FDI up to100% is permitted in wholesale trading under automatic route and up to 51% is permitted in multi brand retail trading under the government route subject to certain conditions prescribed under FDI policy. As per the Press Note No. 3 of 2020 dated April 17, 2020 issued by the DIPP, has amended the FDI Policy to include restrictions on entities belonging to a country, which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, where they can invest only under the Government route. Further, a citizen of Pakistan or an entity incorporated in Pakistan can invest, only under the Government route, in sectors/activities other than defence, space, atomic energy and sectors/activities prohibited for foreign investment.

The Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 ("***FEMA***") and the rules, regulations and notifications thereunder, as issued by the Reserve Bank of India from time to time. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("***FEMA Rules***") to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("FDI") under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

The Foreign Trade (Development and Regulation) Act, 1992 and the Rules framed thereunder

The Foreign Trade (Regulation and Development) Act, 1992 ("FTA"), and the rules framed thereunder, is the main legislation concerning foreign trade in India. The FTA read along with Foreign Trade (Regulation) Rules, 1993 provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy.

The FTA prohibits anybody from undertaking any import or export under an Importer-Exporter Code member ("IEC") granted by the Director General of Foreign Trade pursuant to Section 7. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority.
, than from degradation of the resource.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Patents Act, 1970
- The Copyright Act, 1957
- The Trade Marks Act, 1999
- Design Act, 2000

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Designs Act, 2000

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930, The Indian Contract Act, 1872 are also applicable to the company.

OTHER LAWS

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2017("FDI Policy 2017"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian

company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. The trading activity is specifically listed in the Permitted Sectors of FDI Policy i.e. 5.2.15.1, hence 100 % foreign direct investment through automatic route is permitted subject to applicable laws/regulations, security and other conditionalities.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as 'PACE Sports and Entertainment Private Limited' as Private Limited Company under the provisions of Companies Act, 2013 vide Certificate of Incorporation dated August 05,2015 bearing Corporate Identification Number U51909PN2015PTC156068 issued by the Assistant Registrar of Companies, Pune. Subsequently, the name of the Company was changed to "Pace E-Commerce Ventures Private Limited" and a fresh certificate of Incorporation was issued on July 25,2022 bearing Corporate Identification Number Co. No. U51909PN2015PTC156068 by the Registrar of Companies, Pune. After That, our Company was converted in to a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on August 03, 2022 and consequently the name of our Company was changed to "Pace E-Commerce Ventures Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, Pune, dated August 08,2022. The CIN of the Company is U51909PN2015PLC156068.

Business and Management

Our company started in August 2015 as a business that would give the kids/young consumers and sports enthusiasts in India access to International Football Clubs Merchandise and International Sports Brands apparels and Sports Goods. We started with imports and distribution of branded international sports apparels and extended to various branded merchandise and accessories. Thereafter we acquired manufacturing and distribution Licenses of some of the popular and biggest brands in the Kids Entertainment Industry. This helped us in reaching a larger distribution area and a wider population. This wider assortment of products and customer base helped us gain valuable insights and obtain information and data as to what today's customer really want. We have Spent time for developing on these valuable information and data points from our customers including but not limited to, Kids, Teenagers, Young Adults and Young Parents. we arrived at a clear conclusion - The demand is very swiftly moving to customized, personalized products.

Changes in Registered Office

Changes in registered office since its incorporation to till date is set forth as under:

Sr. No.	Registered Office		With Effect From	Reason for Change
	Shifted From	Shifted To		
1.	Sr. No. 28/3 B, Nr. Sagar Hotel, Pune - 411045, Maharashtra,	Wing B-1 11th floor, Flat No.1102, F Residency,Near Sopan Bag, Balewadi, Pune, Maharashtra-411045	December 6,2021	For Administrative convenience
2.	Wing B-1 11th floor, Flat No.1102, F Residency, Near Sopan Bag, Balewadi, Pune, Maharashtra-411045	Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra-411045	August 9,2022	For Administrative convenience

Main Objects as set out in the Memorandum of Association of the Company

The Main object clause of the Company as per Memorandum of Association is as under:

1. To Importing, marketing and selling of Outdoor Wheel based products like Scooters, E-Scooters, Adventure and Off-roading scooters, Skates and Skate boards, selling spares and accessories, selling of licensed and non-licensed sports products like Footballs, Game tables and football tournament tables, merchandise licensed apparels, marketing and selling every form of toys and sports products, selling of branded bicycles and E-cycles along with spares and accessories.
2. To manufacture, sell, lease, rent, import, export or otherwise deal in all kinds of sports and sports related goods, materials, equipment, machinery, all form of toys and sports products, first aid kits, sports goods kits, prizes, cups, shields, trophies, medallions and other type of award materials and all other sports related infrastructure items, accessories. To manufacture, import, export, trade, sale all kinds of sportswear and apparels and accessories

3. To carry on the business of Manufacturers, assembling, repairing, buying, selling, exchanging, altering, importing, exporting, letting on hire, distributing or dealing in all kinds of furniture fixtures and fittings made from steel, brass, wood, fiber glass, plastics or other material, carpets, linoleums and other floor coverings, glass goods, fittings, other home furnishings and other household requisites of all kinds, handicrafts, wooden products, ply wood teak wood and teak boards whether for domestic, office, industrial and agricultural uses.
4. To carry on the business of home improvement &decor including interior and exterior furnishers & decorators for home, offices, factories or any other building and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing, modular furniture, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, carpets, rugs. Tocarry on the business of design, manufacture, import, export, merchant, agents, and deals in all kinds of furnishings and fabrics, handlooms products, curtains, cushions, pillows, carpets, bed and other home furnishings products.
5. To carry on the business of manufactures, importers and exporters, whole sale and retail dealers of a men's, women's and children clothing & wearing apparel of every kind nature and description including sportswear, daily wears, fashion wears, party ware, wearing apparels, under garments and other similar items, footwear, socks, caps, fashion accessories.
6. To carry on all or any of the business of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms of companies as may be thought expedient.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since its inception:

Sr. No.	Date of Passing of Resolution	Type of Meeting	Particulars
1.	April 6, 2020	EGM	Clause V of the MoA was amended to reflect the increase in authorized share capital of Rs. 1,00,000/- divided into 10,000 Equity Shares of Rs. 10/- each was increased to Rs. 3,00,00,000/- divided into 30,00,000 Equity shares of Rs.10/- each
2.	February 4, 2021	EGM	Clause V of the MoA was amended to reflect the increase in authorized share capital of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 12,40,00,000/- divided into 1,24,00,000 Equity shares of Rs.10/- each.
3.	February 12, 2021	EGM	Clause V of the MoA was amended to reflect the increase in authorized share capital of Rs. Rs. 12,40,00,000/- divided into 1,24,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 19,00,00,000/- divided into 1,90,00,000 Equity shares of Rs.10/- each.
4.	June 25, 2022	EGM	Clause I of the MoA was amended to reflect the change in the name of our Company from 'PACE Sports and Entertainment Private Limited' to 'Pace E-Commerce Ventures Private Limited' pursuant to the Special Resolution passed in the Extra Ordinary General Meeting held on June 25, 2022
5.	June 25, 2022	EGM	The Company has added the new objects clauses by altering the Object Clause(s) of the Memorandum of Association of the Company under Section 13(1) of the Companies Act, 2013.
6.	August 3, 2022	EGM	Consequent to conversion from Private Limited Company to Public Limited Company, Name of the Company was changed from "Pace E-Commerce Ventures Private Limited" to "Pace E-Commerce Ventures Limited"
7.	August 19, 2022	AGM	Clause V of the MoA was amended to reflect the increase in authorized share capital of Rs. Rs. 19,00,00,000/- divided into 1,90,00,000 Equity

			Shares of Rs. 10/- each was increased to Rs. 24,00,00,000/- divided into 2,40,00,000 Equity shares of Rs.10/- each.

MAJOR EVENTS, KEY AWARDS, ACCREDITATIONS OR RECOGNITION OF OUR COMPANY

There are no major events in the company since its incorporation.

Acquisition or divestments of business/undertakings, mergers and amalgamations

Our Company has neither acquired any entity, business or undertakings nor has undertaken any mergers or amalgamation since the inception of the company.

Strategic Partners

Our Company is not having any strategic partner as on the date of filing this Prospectus.

Financial Partners

Our Company is not having any financial partner as on the date of filing this Prospectus.

Time and Cost Overruns

As on the date of this Prospectus, there have been no time and cost overruns pertaining to our business operations.

Launch of key products or services, Capacity and Capacity Utilisation, entry in new geographies or exit from existing markets

For details pertaining to our services, capacity and capacity utilisation, entry in new geographies or exit from existing markets, please refer chapter titled "Business Overview" on page no. 77 of this Prospectus.

Injunctions or Restraining Orders

As on the date of this Prospectus, there are no injunctions or restraining orders against our Company.

Changes in the activities of our Company in the last Five years

There is no change in activity of our Company since incorporation.

Defaults or rescheduling of borrowings of our Company with Financial Institutions/Banks

There have been no defaults or rescheduling of borrowings with any financial institutions/banks or conversion of loans into equity in relation to our Company as on the date of this Prospectus.

Revaluation of assets

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares by capitalizing any revaluation reserves.

Subsidiaries and Holding Company:

Our Company neither has a Holding company nor has any Subsidiaries Company as on the date of this Prospectus.

Joint Ventures

Our Company has not entered into any joint-ventures as on the date of this Prospectus.

Total number of shareholders of our Company

As on date of this Prospectus, our Company has 68 shareholders. For details, see "Capital Structure - Shareholding Pattern of our Company" beginning on page 46.

Shareholders' Agreements

Our Company has not entered into any shareholders agreement as on the date of this Prospectus.

Other Agreements

Our Company has not entered into any agreements other than those entered into in the ordinary course of business with renowned international brands, Key Managerial Personnel or Directors or Promoter or any other employee of the issuer, either by themselves or on behalf of any other person and there are no material agreements before the date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Age, Date of Birth, Director Identification Number (DIN), Occupation, Designation, Address, Nationality, Term, Date of Appointment / Change in Designation	Other Directorships as on the date of this Prospectus
Shaival Dharmendra Gandhi **DIN:** 02883899 **Date of Birth:** November 25, 1982 **Age:** 39 years **Occupation:** Business **Designation:** Managing Director **Address:** 2/3, Ashwamegh Bunglows, Part-3, Near Bileshwar Mahadev, 132 ft. Ring Road, Satellite, Ahmedabad - 380015, Gujarat, India. **Nationality:** Indian **Term:** 5 Years (effective from August 19, 2022 to August 18, 2027) **Original Date of Appointment:** Appointed on January 22, 2020 as Executive Director	1. Wigglewink Ventures Private Limited 2. Boisson Vitaplus Private Limited
Harshal Chandarakant Gala **DIN:** 09539871 **Date of Birth:** December 19, 1986 **Age:** 35 years **Occupation:** Business **Designation:** Non-Executive Director **Address**: Flat No.1103, F Residency, Baner Hijewadi Link Road, Balewadi, Pune -411045. **Nationality:** Indian **Terms** : Not Applicable **Original Date of Appointment:** June 25, 2022	-
Mihir Atulbhai Sojitra **DIN**: 09703082 **Date of Birth:** June 14, 1994 **Age:** 28 years **Occupation:** Professional **Designation:** Non Executive – Independent Director **Address:** 63-64 Vishal Nagar -2, Hari Hari Road, Nr. Health Center, Katargam, Surat-395004, Gujarat, India. **Nationality:** Indian **Term:** 5 Years (effective from August 19,2022 to August 18, 2027) **Orignial Date of Appointment:** August 19, 2022	-
Hiral Rasikbhai Vaghasiya **DIN:** 09069710 **Date of Birth:** June 23, 1993 **Age:** 29 years **Occupation:** Professional **Designation:** Non Executive Independent Director **Address:** A-4/1003, Vrajraj Residency, Sarthana Jakat Naka, Vraj Chowk, Sarthana, Surat- 395006, Gujarat, India. **Nationality:** Indian **Term:** 5 Years (effective from June 25, 2022 to June 24,2027) Not liable to retire by rotation. **Original Date of Appointment:** June 25, 2022	Bindal Exports limited

Confirmations

As on date of this Prospectus

A. None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.
B. None of the Directors are on the RBI List of willful defaulters.
C. None of the Directors are/ were directors of any listed entity whose shares were delisted from any Stock Exchange(s).
D. Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.
E. None of the Directors are fugitive economic offender.

Family Relationship between the Directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Prospectus.

Service Contracts with Directors

Except for the contract of service dated September 05, 2022 entered by our Company with Shaival Gandhi, our Company has not entered into any other contract of service with our Directors which provide for terms of employment of our Directors. The said contract of service may be inspected at the Registered Office between 10 a.m. and 5 p.m. (IST) on all Working Days from the date of the Prospectus until the Issue Closing Date.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorizes the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Extra-ordinary General Meeting held on August 19, 2022, in accordance with Section 180(1)(c) of the Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed ₹ 100 Crores.

Brief Profiles of Our Directors

Shaival Gandhi, aged 39 years, is the Promoter and Managing Director of the Company. He holds a Masters Degree in International Securities, Investment & Banking from ICMA Centre, University of Reading, UK. He also holds a B.Sc in Information Technology and is well versed with all the aspects of the IT Industry. He worked over five years with Investment Banks such as Markit and Deutsche Bank in London, UK. He is an experienced entrepreneur and has donned many hats who founded several ventures over the years and has vast experience in sectors such as Investment Banking, Food & Beverages and Real Estate. He is passionate about consumer products and E-Commerce Industry, particularly Print-On-Demand Products, as this is an area where he has gained invaluable experience.

Harshal Chandarakant Gala, aged 35 years, is non executive director of the Company. He has completed his degree of M. Com from University of Mumbai. He has joined family business of food retailing and developed experience in marketing and customer relationship. In 2014 he moved to Pune and joined as a partner in Naila Motors, a niche business of retailing Superbike Merchandise. He has started his own Superbike Merchandise and spares business and has been successfully running the same.

Hiral Rasikbhai Vaghasiya, aged 29 years, is an Independent Director of the Company and is a associate member of Institute of Chartered Accountant of India having enrich 4 years of experience with expertise in Accounting, Finance, Audit, Taxation, GST.

Mihir Sojitra aged 28 years, is an Independent Director of the Company and is a associate member of Institute of Company Secretaries of India having 4 years of experience with expertise in Corporate Law, Intellectual Property Rights, Import and Export, Finance and Funding. He has legal, accounting and operational experience in NBFC sector. He has worked with numerous companies and manage compliances.

Compensation of Managing Directors

Terms and conditions of employment of our Managing Director:

Shaival Gandhi has been appointed as Managing Director of our Company in the Annual General Meeting of the company held on August 19, 2022 for a period of Five (5) years commencing from August 19, 2022 to August 18, 2027.

The remuneration payable is as follows:

Name	Shaival Gandhi
Date of Agreement	September 05, 2022
Period	5 years w.e.f August 19, 2022
Salary	Rs. 50,000/- per month

All other terms and conditions as mentioned in the Agreement may be inspected at the Registered Office between 10:00 a.m. and 05:00 p.m. (IST) on all Working Days from the date of this Prospectus until the Issue Closing Date.

Payment or benefit to Independent Directors of our Company

We have not paid any sitting fees to our Independent Directors during the last financial year i.e. 2021-22.

Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows:

Sr. No.	Name of the Directors	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Shaival Gandhi	1,68,87,465	91.12%
Total		**1,68,87,465**	**91.12%**

Interests of our Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Director are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution

which may be made by our Company in the future. For the shareholding of the Directors, please refer *"Our Management - Shareholding of Directors in our Company"* beginning on page 100 of this Prospectus.

Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter *"Business Overview"* on page 77 of this Prospectus and in the chapter *"Restated Financial Statement"* on page 114 none of our Directors have any interest in the property proposed to be acquired by our Company

Except as disclosed in the section titled in *"Restated Financial Statements*" on page 114, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

For details with respect to loan to directors, please refer to chapter titled "*Restated Financial Statement*" on page 114 of this Prospectus.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Prospectus or is intended to be paid or given to any of our Directors except the remuneration for services rendered.

Bonus or profit-sharing plan for the Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

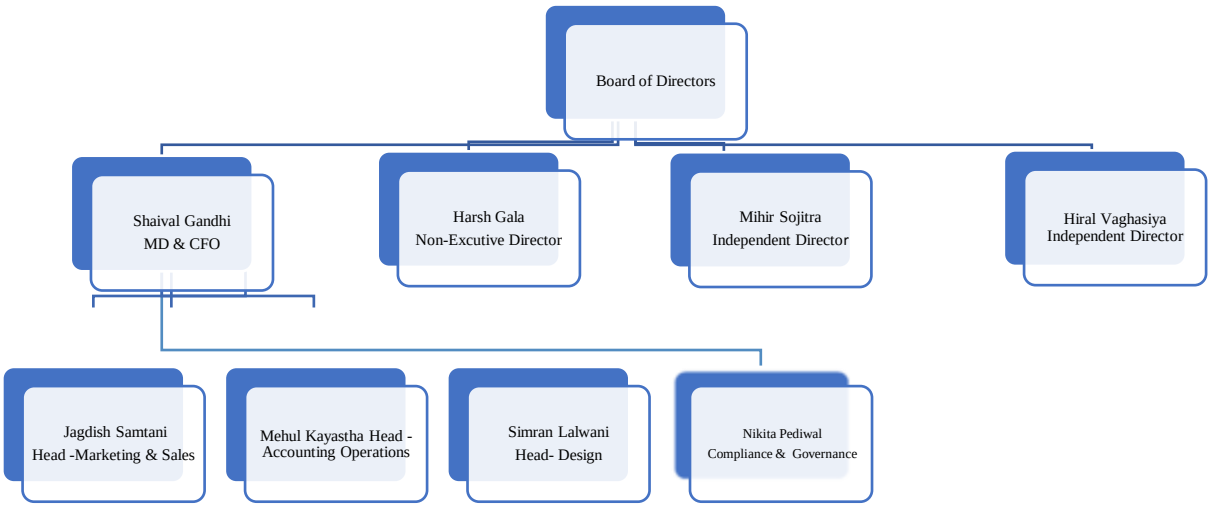
Changes in our Company's Board of Directors during the last three (3) years

Following are the changes in the Board of Directors during the last three (3) years

Name of Directors / KMP	Date of Appointment / Regularization	Date of Change in Designation / Cessation	Reasons for changes in the Board
Parin Chandrakant Gala		January 22,2020	Resigned as a Director
Shaival Gandhi	January 22,2020		Appointed as Additional Director
Shaival Gandhi		November 30,2021	Appointed as Executive Director
Hiral Rasikbhai Vaghasiya	June 25,2022		Appointed as Non- Executive Independent Director
Harshal Chandrakant Gala	June 25,2022		Appointed as Non- Executive Director
Angee Rajendrakumar Shah	-	August 8,2022	Resigned As Director
Shaival Gandhi		August 19, 2022	Appointed as Managing Director
Mihir Sojitra	August 19, 2022	-	Appointed as Non- Executive Independent Director

Management Organization Structure

The following chart depicts our Management Organization Structure



COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013, with respect to the Corporate Governance, provisions of the SEBI Listing Regulations except Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D, and E of Schedule will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

Constitutions of Committees

Our Company has constituted the following committees:

1. **Audit Committee**

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on August 20, 2022 as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The constituted Audit Committee comprises following members.

Name of the Director	Position in Committee	Nature of Directorship
Mihir Sojitra	Independent Director	Chairman
Harshal Gala	Non Executive Director	Member
Hiral Vaghasiya	Independent Director	Member

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

Terms of reference:

Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Scrutiny of inter-corporate loans and investments.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
b. Changes, if any, in accounting policies and practices and reasons for the same
c. Major accounting entries involving estimates based on the exercise of judgment by management
d. Significant adjustments made in the financial statements arising out of audit findings
e. Compliance with listing and other legal requirements relating to financial statements
f. Disclosure of any related party transactions
g. Qualifications in the draft audit report.

6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

Review of information by Audit Committee

The audit committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Powers of the Audit Committee:

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 20, 2022. The constituted Stakeholders Relationship Committee comprises the following members:

Name of the Director	Position in Committee	Nature of Directorship
Harshal Gala	Non Executive Director	Chairman
Mihir Sojitra	Independent Director	Member
Shaival Gandhi	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

Terms of Reference

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.,
- Issue duplicate/split/consolidated share certificates;
- Dematerialization/Rematerialization of Share;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- Such other matters as may from time to time are required by any statutory, contractual or other regulatory requirements to be attended to by such committee.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 20, 2022. The Nomination and Remuneration Committee comprises the following members:

Name of the Director	Position in Committee	Nature of Directorship
Mihir Sojitra	Independent Director	Chairman

Hiral Vaghasiya	Independent Director	Member
Harshal Gala	Non Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

The terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Devising a policy on Board diversity, if any;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director‘s performance
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Advisory Board

For smooth functioning and expanding our business activities, we have Advisory Board/committee consisting of following members.

Shaival Gandhi, **Managing Director And CFO:**

He is the Founder promoter and Managing Director of our company, For his brief profile please refer the "Brief Profile of the Directors" included in this chapter.

Amar Gargesh, Mentor :

Amar Gargesh is a creative professional with over 45 years of exposure, expertise, and experience in design, creativity, and communications. He has held senior positions in both the public and private sectors. He is a visiting faculty at major academic institutions in India for design, creativity and communications. He has conducted several workshops and training programs at many institutes for students and faculty, for organizations such as Hindustan Unilever, among others.

Lalit Gaglani, Head-IT

He is an experienced IT & online marketing and communications professional. He supports social media marketing & communications - developing a distinct online presence by attracting high numbers of internet followers through social media channels such as Facebook, YouTube and Instagram and also works on the search engine optimization (SEO) strategies to increase the number of visitors to a website by achieving high-ranking placements in search results.

He also offers his invaluable advice on developing and enhancing the IT Infrastructure of Our Company that will enable us to create the platform we aspire. He holds a Bachelor's in Engineering (Electronics) degree and keeps himself up to date with current digital trends and best IT Practices

Angee Shah:

Angee is qualified practicing company secretary as well a law graduate from Ahmedabad. She has work experience of 6 years in the field of Corporate Compliance and specializes in the domain of Secretarial Compliances and Audit. Her experience include compliance of Corporate Laws and regulations and provide guidance in Legal area. Handling Investor related work and dealing with company's RTA; and **h**andling corporate actions like Dividend/Right/Bonus/M&A etc.

This advisory board provide guidance for Development ,growth and strategy for marketing to our company for managing the business affairs of the company very efficiently and smoothly.

Our Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company

Profiles of our Key Managerial Personnel

Shaival Gandhi, **Managing Director And CFO**

Please refer chapter titled *"Our Management - Brief Biographies of our Directors"* on page 100 of this Prospectus.

Ms. Nikita Pediwal, Company Secretary and Compliance Officer

Ms. Nikita Pediwal has previously served as Company Secretary in Mohit Industries Limited till the November, 2021. She is an associate member of Institute of Company Secretary of India having 4 years of experience with expertise in corporate law, industrial law, labour law, Securities law, tax law.

The Key Managerial Personnel of our Company other than our Directors are as follows:-

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid In previous year (2021-22) (₹ in Lakhs)
Ms. Nikita Pediwal Company Secretary and Compliance Officer Appointed on December 06, 2021	Company Secretary	Mohit Industries Limited	2.5 Years	-
Mr. Shaival Gandhi Chief Financial Officer Appointed on August 09,2022	Masters in International Securities, Investment and Banking	Deutsche Bank in London, as marketing Executive	5 Years	-

Relationship amongst the Key Managerial Personnel of our Company

None of our directors and Key Managerial Personnel of our Company are related to each other.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Prospectus

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have a profit sharing plans for the Key Management Personnel.

Shareholding of Key Management Personnel in our Company

None of our Key Managerial Personnel except Mr. Shaival Gandhi holds Equity Shares in our Company as on the date of filing of this Prospectus. For further details, please refer to section titled "*Capital Structure*" beginning on page 46 of this Prospectus

Changes in Our Company's Key Managerial Personnel during the last three (3) years

Name of KMP	Designation	Date of Event	Reason
Mr. Shaival Gandhi	Chief Financial Officer	August 9, 2022.	Appointed as Chief Financial Officer
Ms. Nikita Pediwal	Company Secretary and Compliance Officer	December 06, 2021	Appointed as Company Secretary and Compliance Officer

For details with respect to the Changes in directors who are KMP, please refer to section titled Our Management - "Changes in our Company's Board of Directors during the last three (3) years" on page 100 of this Prospectus.

Interest of Key Managerial Personnel

Except as disclosed in this Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus

Payment of Benefits to of Our KMPs (*non-salary related*)

Except as disclosed in this Prospectus other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled *'Restated Financial Statements'* beginning on page 114 of this Prospectus.

OUR PROMOTER AND PROMOTER GROUP

The Individual Promoter of our Company is:

Mr. Shaival Gandhi	**Mr. Shaival Dharmendra Gandhi,** aged 39 years is the Promoter, Managing Director and Chief Financial Officer of our Company. **Date of Birth** – November 25,1982 **Personal Address**– 2-3, Ashwamegh Bunglows Part-3, Near Bileshwar Mahadev 132 Ft. Ring Road, Satellite, Ahmedabad - 380015, Gujarat, India. **Permanent Account Number**: ARZPG5809K For further details of his educational qualifications, experience, positions / posts held in the past, directorships held and special achievements please refer chapter titled "*Our Management*" beginning on page no. 100 of this Prospectus.

Confirmations

We confirm that the details of the permanent account numbers, bank account numbers, Aadhar Card number, Driving License number and passport numbers of our Promoter will be submitted to the Stock Exchange at the time of filing the Prospectus with the Stock Exchange.

Other Confirmations

As on the date of this Prospectus, our Promoter and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoter is not promoter and directors in any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority.

Our Promoter has neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoter.

Other ventures of Promoter

For details pertaining to other ventures of our Promoter refer chapter titled "Financial Information of our Group Companies" beginning on page no. 150 of the Prospectus

Change in the management and control of the Issuer

There has not been any change in the management and control of our Company.

Relationship of Promoter with each other and with our Directors

None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

Interest of Promoter

Our Promoter is interested in our Company only to the extent of his respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoter's shareholding, please refer to section titled 'Capital Structure' beginning on page no. 46 of this Prospectus. Our Promoter may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For further details, please refer chapters titled "Restated Financial Statements" on page 114, of this Prospectus.

Our Promoter and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Prospectus. Our Promoter do not have any interest in any transaction in the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Further, our Promoters is also partners in other entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group entities and vice versa. No sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director or for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company. For the payments that are made by our Company to certain Promoter Group entities, please see the section "Related Party Transactions" on page no.114 of Restated Financial Statement of the Prospectus

Interest in the properties of our Company

Our Promoter and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Prospectus.

Interest as members of our Company

Our Promoter are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "*Capital Structure*" beginning on page 46 of this Prospectus.

No sum has been paid or agreed to be paid to our Promoter and our Promoter is not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Other Interest

Our Promoter do not have any interest in any transaction in the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Payment of benefits to our Promoter

Except as stated in the *Annexure –J "Related Party Transactions"* on page 114 there has been no payment of benefits to our Promoter during the two years preceding the filing of this Prospectus.

Guarantees

Except as stated in the section titled "*Restated Financial Statements*" beginning on page 114 of this Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

Details of Companies / Firms from which our Promoters have disassociated

None of our Promoter have disassociated themselves from any firms or companies in the last three (3) years preceding this Prospectus.

Our Promoter Group

Our Promoter Group in terms of Regulation and 2(1)(pp) of the SEBI ICDR Regulations. In addition to our Promoter named above, the following individuals and entities form a part of the Promoter Group:

A. **Individual persons who are part of our Promoter Group**

Promoter: Mr. Shaival Gandhi.

Promoter	**Shaival Gandhi**
Father	Dharmendra Gandhi
Mother	Smita Gandhi
Spouse	Riki Gandhi
Brother	-
Sister	Shalvi Gandhi
Son	Aaren Gandhi
Daughter	-
Spouse's Father	Rajnikant Bhansali
Spouse's Mother	Jyotshna Bhansali
Spouse's Brother	Vishal Bhansali
Spouse's Sister	-

B. Companies, Proprietary concerns, HUF's forming part of our promoter

Nature of Relationship	Entity
Anybody corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member	• BoissonVitaplus Private Limited • Wigglewink Ventures Private Limited
Anybody corporate in which a body corporate as provided in above holds twenty per cent. or more, of the equity share capital; and	-
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	• Fairplay Hub, Proprietorship • Skittleball Ventures

For further details on our Promoter Group refer Chapter Titled "Financial Information of our Group Companies" beginning on page no.150 of Prospectus.

DIVIDEND POLICY

As on the date of this Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 142.Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares in any of the three Financial Years preceding the filing of this Prospectus.

SECTION VI – FINANCIAL INFORMATION

AUDITORS' REPORT ON STANDALONE RESTATED FINANCIAL INFORMATION

Report of Independent Peer Review Auditor on the Restated Balance Sheet as at, March 31, 2022 March 31, 2021, and March 31, 2020 and the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for and for the years ended March 31, 2022, March 31, 2021, and March 31, 2020 along with the Restated Statement of Significant Accounting Policies and other explanatory information of Pace E-Commerce Ventures Limited (Formerly Known as Pace Sports and Entertainment Private Limited) (hereinafter collectively, the "Restated Financial Statements").

To,
The Board of Directors
Pace E-Commerce Ventures Limited
Wing B-1,11th Floor,
Flat No. 1102, F Residency,
Near Sopan Bag, Balewadi, Pune
Pune, MH, 411045 IN

Dear Sirs,

Subject: Financial Information Pace E-Commerce Ventures Limited

We have examined, the attached Restated standalone Statement of Assets and Liabilities of Pace E-Commerce Ventures Limited ('the Company') as at March 31, 2022, March 31, 2021 and March 31, 2020, the Restated Standalone Summary Statement of Profit and Loss and the Restated Standalone Summary Statement of Cash Flows for the years ended March 31,2022, March 31, 2021 and March 31,2020 and annexed to this report (collectively, the "Restated Financial Information") as approved by the Board of Directors of the Company for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (IPO) of equity shares prepared in terms of the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
b. the Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("SEBI-ICDR Regulations"); and
c. the Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the "Guidance Note").

1. The Restated Standalone summary statements of the Company have been extracted by the Management from the Audited Standalone financial statements of the Company for the years ended March 31, 2022, March 31, 2021 and March 31, 2020. Our responsibility is to examine the Restated Standalone Financial Information and confirm whether such Restated Standalone Financial Information comply with the requirements of the Act, the Rules, SEBI-ICDR Regulations and the Guidance Note.

2. We have examined these Restated Standalone Financial Information taking into consideration
   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 13, 2022 in connection with the proposed IPO of the Company;
   b. The Guidance Note on reports in Company prospectus (Revised)issued by the Institute of Chartered Accountants of India

3. These Restated Standalone Financial Information have been compiled by the Management from the Standalone audited Financial Statements of the Company for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 which have been approved by the Board of Directors of the Company. We, Bharat Parikh & Associates Chartered Accountants, have been subject to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid peer review certificate issued by the

"Peer review Board" of the ICAI. The Audit for Financial year, March 31, 2021 and March 31, 2022 were conducted by M/s Ashish Parikh & Co and Audit for Financial Year March 31, 2020 was conducted by M/s MJV & Co The Audit for the Financial Year March 31, 2022 was re audited by us. The reliance has been placed on the financial information examined by them for the said years. The financial report included for March 31, 2020, March 31, 2021 and March 31, 2022 is based solely on the report submitted by them.

4. Based on our examination, we report that:

   a. The Restated Standalone Summary Statement of Assets and Liabilities of the Company examined and reported as at March 31, 2022, March 31, 2021 and March 31, 2020 examined by us, as set out in Annexure A read with significant accounting policies and related notes to account in Annexure D are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in schedules to the related summary statements.

   b. The Restated Standalone Summary Statement of Profit and Loss of the Company for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 examined by us, as set out in Annexure B read with significant accounting policies and related notes to account in Annexure D are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in schedules to the related summary statements.

   c. The Restated Standalone Summary Statement of Cash Flows of the Company for the years ended, March 31, 2022, March 31, 2021 and March 31, 2020 examined by us, as set out in Annexure C read with significant accounting policies and related notes to account in Annexure D are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in schedules to the related summary statements.

   d. Based on the above, according to the information and explanations given to us we are ofopinion that the Restated Standalone Financial Information:

i. have been made after incorporating adjustments for changes in accounting policies retrospectivelyin respective financial years to reflect the same accounting treatment as per changed accountingpolicy for all the reporting periods;
ii. have been made after incorporating adjustments for the material amounts in the respectivefinancial years to which they relate; and
iii. Do not contain any extra-ordinary items that need to be disclosed separately.
iv. There were no qualifications in the Audit report issued by the Statutory Auditor of the Company for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 which would require adjustments in this restated financial statements of the Company.

5. We have also examined the following financial information as set out in the Annexure prepared by the management and approved by the Board of Directors relating to for the years ended March 31, 2022, March 31, 2021 and March 31, 2020.

   i. Standalone Statement of significant accounting policies and notes to accounts as appearing in Annexure D
   ii. Restated Statement of Assets and Liabilities in Annexure A
   iii. Restated Statement of Profit & Loss Account in Annexure B
   iv. Restated Statement of Cash Flow in Annexure C
   v. Significant Accounting Policies and Notes to Accounts as restated in Annexure D;
   vi. Restated notes to Statement of Assets and Liabilities and Profit and Loss Account from Note 1 to Note 23
   vii. Statement of Tax Shelters as Restated as appearing in Annexure Eto this report
   viii. Details of Summary of Accounting Ratios as Restated as appearing in Annexure F to this report
   ix. Details of Summary of Accounting Ratios Schedule III as Restated as appearing in Annexure G to this report
   x. Details of Related Parties Transactions as Restated as appearing in Annexure H to this report

xi. Capitalization Statement as Restated as at 31st March 2022 as appearing in Annexure I to this report.

According to the information and explanations given to us in our opinion the Restated Standalone Financial Information and the above restated Standalone financial information contained in Annexure A to Annexure I along with and Notes as set out in Note 1 to Note 23 are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rule 4 to 6 of Companies (Prospectus and Allotment of Securities)Rules, 2014, SEBI-ICDR Regulations and the Guidance Note.

6. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. Our report is intended solely for use of the Management for inclusion in the offer document to be filed with BSE Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Bharat Parikh & Associates
Chartered Accountants

SD/-
CA Bharat Parikh
Sr. Managing Partner
FRN: 101241W
M. No: 038204
Peer Review Certificate No. 014390
UDIN: 22038204AQRIRX1146

Place: Vadodara
Date: 02.09.2022

Restated Statement of Assets and Liabilities

Annexure - A

(₹ In Lacs)

Particulars	Note No.	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
I EQUITY AND LIABILITIES				
1Shareholders' funds				
(a)Share capital	Note 1	1,831.90	1,831.90	1.00
(b) Reserves and surplus	Note 2	817.54	763.42	6.24
2 Non-current liabilities				
(a) Long-term borrowings	Note 3	313.72	64.33	121.39
(b) Other Non Current Liabilities		-	-	-
(c) Deferred tax liabilities (Net)		-		-
(d) Long-term Provisions		-	-	-
3 Current liabilities				
(a) Short-term borrowings	Note 4	48.77	33.12	-
(b) Trade payables	Note 5			
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		194.37	73.55	26.60
(c) Other current liabilities	Note 6	13.34	17.16	2.55
(d) Short-term provisions	Note 7	22.07	2.53	0.19
TOTAL		**3241.71**	**2786.01**	**157.97**
II.ASSETS				
1**Non-current assets**				
(a) Property, Plant & Equipment	Note 8			
(i)Tangible assets		13.31	10.41	8.45
(ii)Intangible Assets		2,250.00	2,250.00	
(iii)Intangible Assets under development				
(iv)Capital Work in Progress				
Less: Accumulated Depreciation		8.20	6.45	5.64
Net Block		2,255.11	2,253.96	2.81
(b) Non Current Investments		-	-	-
(c) Deferred Tax Assets (Net)		0.48	0.33	0.33
(d) Long-term loans and advances	Note 9	317.47	315.11	-
(e) Other Non Current Assets	Note10	1.29	1.29	0.50
2 Current assets				
(a) Current Investments		-	-	-
(b) Inventories	Note11	191.77	110.34	53.81
(c) Trade receivables	Note12	281.10	53.68	37.17
(d) Cash and cash equivalents	Note13	13.88	14.28	11.48
(e) Short-term loans and advances	Note14	180.61	37.02	51.87
(f) Other Current Assets		-	-	-
TOTAL		**3241.71**	**2786.01**	**157.97**

Restated Statement of Profit and Loss account

Annexure – B

(₹ In Lacs)

Particulars	Note No.	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Revenue from operations	Note 15	1,049.58	170.14	149.13
II. Other income	Note 16	4.57	1.75	1.29
III. Total Revenue (I + II)		1,054.15	171.89	150.42
IV. Expenses:				
Purchase of Stock-In-Trade	Note 17	947.46	172.50	106.09
Changes in Inventories of work-in-progress	Note 18	(81.43)	(56.53)	9.53
Employee benefits expense	Note 19	15.74	3.48	3.85
Finance costs	Note 20	21.59	22.13	5.41
Depreciation and amortization expense	Note 21	1.76	0.81	1.13
Operating and Other expenses	Note 22	75.56	19.79	23.98
Total expenses		980.68	162.18	149.99
V. Profit before exceptional and extraordinary items and tax (III-IV)		73.47	9.71	0.43
VI Exceptional Items				
VII Profit before extraordinary items and tax		73.47	9.71	0.43
VIII Extraordinary items		-	-	-
IX Profit before tax (VII-VIII)		73.47	9.71	0.43
X Tax expense:				
(1) Current tax	Annexure-E	19.50	2.53	0.16
(2) Deferred tax		(0.15)		(0.07)
(3) Less :- MAT Credit Entitlement		-	-	-
XI Profit/(loss) for the period from Continuing operations(VII-VII)		54.12	7.18	0.34
XII Profit/(loss) from Discontinuing operations		-	-	-
XIII Tax Expense of Discontinuing operations		-	-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
XV Profit (Loss) for the period (XI + XIV)		54.12	7.18	0.34
XVI Adjusted Earnings per equity share:				
(1) Basic				
(2) Diluted				

Restated Statement of Cash Flow

Annexure C
(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flow from Operating Activities			
Net Profit Before tax as per Statement of Profit & Loss	73.47	9.71	0.43
Adjustments for :			
Depreciation &Amortisation Exp.	1.76	0.81	1.13
Income Tax Written Off			
Finance Cost	18.03	20.20	5.23
Operating Profit before working capital changes	93.26	30.72	6.79
Changes in Working Capital			
Trade receivable	(227.42)	(16.51)	2.97
Short term Loans and Advances	(143.59)	14.85	(22.78)
Inventories	(81.43)	(56.53)	9.53
Other Non Current Assets	-	(0.79)	0.20
Long term Loans And Advances	(2.36)	(315.11)	-
Trade Payables	120.82	46.95	5.08
Other Current Liabilites	(3.82)	14.61	(0.73)
Short Term Provisions	2.57	(0.03)	(0.15)
Net Cash Flow from Operation	(241.97)	(281.84)	0.91
Less : Income Tax paid	2.53	0.16	0.97
Net Cash Flow from Operating Activities (A)	(244.50)	(282.00)	(0.06)
Cash flow from investing Activities			
(Purchase) of Fixed Assets (net)	(2.90)	(2,251.96)	(1.25)
Sale of Fixed Assets (net)			4.60
Net Cash Flow from Investing Activities (B)	(2.90)	(2,251.96)	3.35
Cash Flow From Financing Activities			
Proceeds From Issue of shares capital	-	2,580.90	-
Short Term Borrowing (Net)	15.65	33.12	-
Long Term Borrowing (Net)	249.38	(57.06)	6.80
Interest Paid	(18.03)	(20.20)	(5.23)
Net Cash Flow from Financing Activities (C)	247.00	2,536.76	1.57
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	(0.40)	2.80	4.86
Opening Cash & Cash Equivalents at the beging of the year	14.28	11.48	6.62
Cash and cash equivalents at the end of the period	**13.88**	**14.28**	**11.48**

Note 1 SHARE CAPITAL

(₹ In Lacs)

Share Capital	As at 31st March 2022		As at 31st March 2021		As at 31st March 2020	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
Authorised						
Equity Shares of Rs.10 each	1,90,00,000	1,900.00	1,90,00,000	1,900.00	10,000	1.00
Issued						
Equity Shares of Rs.10 each	1,83,18,970	1,831.90	18,318,970	1,831.90	10,000	1.00
Subscribed &Paid up						
Equity Shares of Rs.10 each fully paid up	18,318,970	1,831.90	18,318,970	1,831.90	10,000	1.00
Capital Account	-	-	-	-	-	
Total	18,318,970	1,831.90	18,318,970	1,831.90	10,000	1.00

Note 1.1 RECONCILIATION OF NUMBER OF SHARES

(₹ In Lacs)

Name of Shareholder	Equity Shares		Equity Shares		Equity Shares	
	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs	Number	Amt. Rs. In Lakhs
Shares outstanding at the beginning of the year	18,318,970	1,831.90	10,000	1.00	-	-
Shares issued during the year	-		18,308,970	1,830.90	10,000	1.00
Shares outstanding at the end of the year	18,318,970	1,831.90	18,318,970	1.00	10,000	1.00

Note 1.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31st March 2022		As at 31st March 2021		As at 31st March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shaival Gandhi	17,835,693	97.36%	17,835,693	97.36%	5,000	50.00%
Parin Gala	483,277	2.64%	483,277	2.64%	5,000	50.00%

Note 1.3 Details of Shares held by Promotors & Promotor Group

Name of Shareholder	As at 31st March 2022		As at 31st March 2021		As at 31st March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shaival Gandhi	17,835,693	97.36%	17,835,693	97.36%	5,000	50.00%

Note 2 RESERVES AND SURPLUS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
A. Securities Premium Account			
Opening Balance	750.00	-	-
Add : Securities premium credited on Share issue	-	750.00	-
Less : Premium Utilised for various reasons	-	-	-

For Issuing Bonus Shares		-	-
Closing Balance	750.00	750.00	-
A. Profit & Loss Account			
Opening balance	13.42	6.24	5.90
(+) Net Profit/(Net Loss) For the current year	54.12	7.18	0.34
(-) Income Tax Written off during the year		-	-
Closing Balance	**67.54**	**13.42**	**6.24**
Total	**817.54**	**763.42**	**6.24**

Note 3 LONG TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Secured			
Loan from Bank and Financial Institutions	**141.51**	**94.35**	**7.77**
Less : Current Maturities	48.77	33.12	
Sub-total (a)	92.74	61.23	7.77
Unsecured			
(a) Loans & Advances from Promotors/ Pomotor Group/Group Companies			
From Directors , Family Members, relatives and Others	**220.98**	3.10	113.62
Sub- total (b)	**220.98**	**3.10**	**113.62**
Total	**313.72**	**64.33**	**121.39**

Note 4 SHORT TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Secured			
Current Maturity of Long Term Debts	48.77	33.12	-
Total	**48.77**	**33.12**	**-**
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)			
1. Period of default	-	-	-
2. Amount	-	-	-

Note 5 TRADE PAYABLES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(a) Micro,Small and Medium Enterprise	-	-	-
(b) Others	194.37	73.55	26.60
Total	**194.37**	**73.55**	**26.60**

Note 5.1 Trade Payable Ageing Schedule

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Undisputed Dues			

(a) Micro, Small and Medium Enterprise			
Less than 1 Year	-	-	-
1 to 2 Years	-	-	-
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
(b) Others			
Less than 1 Year	194.37	73.55	26.60
1 to 2 Years		-	-
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
Total	**194.37**	**73.55**	**26.60**

Note 6 OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(i) Statutory Remittance	2.18	1.51	2.55
(ii) Advanced from Customers	0.48	0.10	-
(iii) Outstanding dues of creditors other than MSME	10.68	15.55	-
Total	**13.34**	**17.16**	**2.55**

Note 7 SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Provision For			
Income Tax	19.50	2.53	0.16
Other Provisions	2.57	-	0.03
Total	**22.07**	**2.53**	**0.19**

Note 9 LONG TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(Unsecured and Considered Good)	-	-	-
Balance With Statutory and Govt Authorities	3.49	6.13	-
Other Advances	19.39	-	-
Business Development Expesnes	294.59	308.98	-
Total	**317.47**	**315.11**	**-**

Note 10 OTHER NON CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Other Non Current Investment	1.29	1.29	0.50
Total	**1.29**	**1.29**	**0.50**

Note 11 INVENTORIES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020

Finsihed Goods	191.77	110.34	53.81
Total	**191.77**	**110.34**	**53.81**

Note 12 TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(Unsecured and Considered Good)			
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies			
Over Six Months	-	-	-
Others	-	-	-
b. From Others			
Upto 6 Months	276.45	48.49	37.17
6 Months to 1 Year	4.65	5.19	-
1 to 2 Years		-	-
2 to 3 Years	-	-	-
More Than 3 Years	-	-	-
Total	**281.10**	**53.68**	**37.17**

Note 13 CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
a. Balances with banks			
Bank Balance	3.06	1.93	0.49
b. Cash on hand	10.82	12.35	10.99
c. Fixed Deposits			
Margin money having more than 3 Months Initial maturity but less than 12 months	-	-	-
Margin money having more than 12 Months Initial maturity	-	-	-
Total	**13.88**	**14.28**	**11.48**

Note 14 SHORT TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(Unsecured and Considered Good)			
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-
b. Balance with Government Authorities	2.13	0.97	5.39
c. Others (specify nature)			
other Receivables	24.83	30.10	46.48
Advance to Creditors	78.40	0.85	
Advance for Capital	70.00	4.00	
Advance to Staff	5.25	1.10	0.00
Total	**180.61**	**37.02**	**51.87**

NOTE 8 Property, Plant and Equipment

(₹ In Lacs)

Particulars	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 1 April 2021	Additions	Disposa/ Adjustment	Balance as at 31 March 2022	Balance as at 1 April 2021	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 1 April 2021
a Tangible Assets											
Plant and Machineries	1.13	0.63	-	1.76	0.38	-	0.39	-	0.77	0.99	0.75
Furniture and Fixtures	4.39	2.15	-	6.54	1.35	-	1.21	-	2.56	3.98	3.04
Vehicles	3.35	-	-	3.35	3.35	-	-	-	3.35	-	-
Computers and Accessories	1.54	0.12	-	1.66	1.36	-	0.16	-	1.52	0.14	0.18
Total	**10.41**	**2.90**	**-**	**13.31**	**6.44**	**-**	**1.76**		**8.20**	**5.11**	**3.97**
b Intangible Assets											
	2,250.00	-	-	2,250.00	-	-	-	-	-	2,250.00	2,250.00
Total	**2,260.41**	**2.90**	**0.00**	**2,263.31**	**6.44**	**0.00**	**1.76**	**0.00**	**8.20**	**2,255.11**	**2,253.97**

(₹ In Lacs)

Particulars	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 1 April 2020	Additions	Disposal/ Adjustment	Balance as at 31 March 2021	Balance as at 1 April 2020	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 1 April 2019
a Tangible Assets											
Plant and Machineries	1.13		-	1.13	0.25	-	0.13	-	0.38	0.75	0.88
Furniture and Fixtures	2.43	1.96	-	4.39	0.97	-	0.38	-	1.35	3.04	1.46
Vehicles	3.35	-	-	3.35	3.35	-		-	3.35	-	-
Computers and Accessories	1.54	-	-	1.54	1.07	-	0.30	-	1.37	0.17	0.47
Total	**8.45**	**1.96**	**-**	**10.41**	**5.64**	**-**	**0.81**	**-**	**6.45**	**3.96**	**2.81**
b Intangible Assets											
		2,250.00	-	2,250.00	-	-	-	-	-	2,250.00	-
Total	**8.45**	**2,251.96**	**0.00**	**2,260.41**	**5.64**	**0.00**	**0.81**	**0.00**	**6.45**	**2,253.96**	**2.81**

(₹ In Lacs)

Particulars	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 1 April 2019	Additions	Disposal/ Adjustment	Balance as at 31 March 2020	Balance as at 1 April 2019	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2020	Balance as at 31 March 2020	Balance as at 1 April 2019
a Tangible Assets											
Plant and Machineres	0.44	0.69	-	1.13	0.09	-	0.16	-	0.25	0.88	0.35
Furnitue and Fixtures	2.14	0.29	-	2.43	0.53	-	0.44	-	0.97	1.46	1.61
Vehicles	7.95	-	4.60	3.35	3.35	-	-	-	3.35	-	4.60
Computers and Accessoris	1.27	0.27	-	1.54	0.54	-	0.53	-	1.07	0.47	0.73
Total	**11.80**	**1.25**	**4.60**	**8.45**	**4.51**	**-**	**1.13**	**-**	**5.64**	**2.81**	**7.29**
b Intangible Assets											
Software		-	-		-	-	-	-	-		
Total	**11.80**	**1.25**	**4.60**	**8.45**	**4.51**	**0.00**	**1.13**	**0.00**	**5.64**	**2.81**	**7.29**

Note 15 REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Sale of Goods	1,049.58	170.14	149.13
Sale of Services			
Less : Sales Return	-	-	-
Total	**1,049.58**	**170.14**	**149.13**

Note16 OTHER INCOME

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest Income	**4.57**	**1.75**	**1.29**
Interest on FD Deposits	-	-	-
Interest on IT Refund	-	-	-
Discount on Purchase	-	-	-
Other Income			
Sundry Creditors Written off	-	-	-
Renting of Residential Property	-	-	-
Hiring Income	-	-	-
Kasar A/c	-	-	-
Misc Income	-	-	-
Total	**4.57**	**1.75**	**1.29**

Note 17 PURCHASE OF STOCK-IN-TRADE

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Purchase of Goods	925.72	139.21	73.58
Direct Expenses	21.74	33.29	32.51
Cost of Materials Consumed	**947.46**	**172.50**	**106.09**

Note 18 CHANGES IN INVENTORIES OF WORK IN PROGRESS

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Inventories at the end of the year			
Stock-In-Trade	191.77	110.34	53.81
Inventories at the beginning of the year			
Stock-In-Trade	110.34	53.81	63.34
Net(Increase)/decrease	**(81.43)**	**(56.53)**	**9.53**

Note 19 EMPLOYEE BENEFITS EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Salaries and Wages	15.74	3.48	3.85
(b) Contributions to Provident Fund & Other Fund			
Provident Find	-	-	-

(c) Staff welfare expenses	-		
Total	**15.74**	**3.48**	**3.85**

Note 20 FINANCE COST

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Interest expense :-			
(i) Borrowings	18.03	20.20	5.23
(b) Other borrowing costs	3.56	1.93	0.18
Total	**21.59**	**22.13**	**5.41**

Note 21 DEPRECIATION AND AMORTISATION

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation Exp	1.76	0.81	1.13
Total	**1.76**	**0.81**	**1.13**

Note 22 OTHER EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Transport Charges	2.03	2.54	2.48
Interest on Income Tax	0.27	0.04	-
Interest on TDS	0.22	0.38	0.36
Legal Fees	3.80	-	-
Professional Tax	-	-	0.26
Late fees	-	-	0.03
Advertisement Exps	-	-	3.73
Accounting Charges	-	1.80	-
Consulting Charges	4.75	0.28	-
Electricity Charges	0.31	0.50	0.58
Repairs &MaintainanceExps	1.22	0.17	-
Office Exps	0.99	0.26	0.68
Business Development Exps	14.39	-	-
Insurance Exps	0.58	-	-
Marketing, Travelling exp	10.75	-	0.98
Preliminary Exps	2.14	-	-
GST Expenses	4.04	-	-
Foreigh Exchange Gain/(loss)	0.04	-	-
Petrol Exps	0.17	0.10	-
Printing, Stationary & Xerox Charges	0.58	0.21	-
Telephone & Internet Charges	0.11	0.14	0.16
Office Rent Exps	7.54	4.60	3.59
Advertisement & Discount Charges	3.90	0.18	0.33
Packaging Exps	0.31	0.48	0.03
ROYALTY	14.75	6.56	9.38
Web Development Expense	0.10	0.41	1.10
Audit Fees	2.00	0.58	0.30
GST Return Filling Charges	0.57	0.57	-
Total	**75.56**	**19.79**	**23.98**

Note 23 CONTINGENT LIABILITIES AND COMMITMENTS

(₹ In Lacs)

Particulars	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
(a) Contingent Liabilities			
a. Claims against the company not acknowledged as debts	-	-	-
b. Guarantees	-	-	-
c. Other Money for which the company is contingently liable	-	-	-
(b) Commitments	-	-	-
Total	-	-	-

Statement of Tax Shelters

Annexure -E

(₹ In Lacs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit before tax as per books (A)	**73.47**	**9.71**	**0.43**
Normal Corporate Tax Rate (%)	25.17%	25.17%	31.20%
Normal Corporate Tax Rate (Other Source)(%)	25.17%	25.17%	31.20%
MAT Rates	19.055%	19.055%	19.055%
Tax at notional rate of profits	18.49	2.44	0.14
Adjustments :			
Permanent Differences(B)			
Expenses disallowed under Income Tax Act, 1961	-	0.52	-
Total Permanent Differences(B)	**0.00**	**0.52**	**0.00**
Income considered separately (C)	-	-	-
Total Income considered separately (C)	-	-	-
Timing Differences (D)			
Difference between tax depreciation and book depreciation		0.02	0.30
Dep As Per Book	-	0.82	1.12
Dep As Per Income Tax	-	0.80	0.82
Difference due to any other items of addition u/s 28 to 44DA	-	-	-
Total Timing Differences (D)	-	**0.02**	**0.30**
Net Adjustments E = (B+C+D)	-	**0.54**	**0.30**
Tax expense / (saving) thereon	-	-	-
Income from Other Sources (F)	-	-	-
Loss of P.Y. Brought Forward & Adjusted(G)	-	-	-
Taxable Income/(Loss) (A+E+F+G)	**73.47**	**10.25**	**0.73**
Tax At Normal rate	18.49	2.58	0.23
Tax At MAT	14.00	1.85	0.08

Summary of Accounting Ratios

Annexure - H

(₹ In Lacs)

Ratios	For the year ended 31 March	For the year ended 31 March	For the year ended 31 March 2020

	2022	2021	
Restated PAT as per P& L Account	54.12	7.18	0.34
EBIDTA	96.82	32.65	6.97
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus Issue)	18,318,970.00	2,455,582.00	10,000.00
No. of equity shares at the end of the year/period	18,318,970.00	18,318,970.00	10,000.00
Net Worth	2,649.44	2,595.32	7.24
Current Asset	667.36	215.32	154.33
Current Liability	278.55	126.36	29.34
Adjusted Earnings Per Share (Rs.)			
Basic &Diluted	0.30	0.29	3.44
Return on Net Worth (%) (Annualised)	2.04%	0.28%	4.74%
Net Asset Value Per Share (Rs))	14.46	14.17	72.40
Current Ratio	2.40	1.70	5.26
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

Notes –

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)

Restated PAT attributable to Equity/Shareholder
Weighted Average Numbers of Equity Shares outstanding during the year

Return on Net Worth (%)

Restated PAT attributable to Equity/Shareholder
Net Worth*100

Net Asset Value per equity share (Rs.)

Net Worth
Weighted Average Numbers of Equity Shares outstanding during the year

2. Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

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

Accounting Ratios

Annexure - I

(₹ In Lacs)

S. No.	Ratios	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020	Reason for Movements
(a)	Current Ratio	2.40	1.70	5.26	The Company has started working in FY 2020 and the current liability was very less as the company is new in the Market. In FY 2022 the current ratio improves compare to FY 2021

(b)	Debt-Equity Ratio	0.14	0.04	16.77	In the FY 2020 the company ahs bring the funds of the promoter in the form of Debt hence the Debt Equity Ratio was high. In FY 2021 and 2022 the capital ahs increased substantially and the debt is very nominal
(c)	Debt Service Coverage Ratio	4.48	1.48	1.29	IN FY 2022 the company has earned good profit hence the ratio is improved as compared to FY 2021 and FY 2020
(d)	Return on Equity Ratio	2.95%	0.39%	34.35%	Return on Equity Ratio is increased as the turnover and the profit of the company has increased substantially.
(e)	Inventory turnover ratio (in times)	5.47	1.54	2.77	In the FY 2022 the Inventory turnover ratio increased as the company has achieved good turnover and control the Inventory level
(f)	Trade Receivables turnover ratio (in times)	3.73	3.17	4.01	In the Year FY 2021-2022, the Trade receivable Ratio is increased significantly since the company has higher Trade Receivable outstanding at the end of the year.
(g)	Trade payables turnover ratio (in times)	4.87	2.35	3.99	In the Year FY 2021-2022, the Trade Payable Ratio is increased significantly since the company has higher Trade Payable outstanding at the end of the year.
(h)	Net capital turnover ratio (in times)	0.02	0.00	0.00	In the Year FY 2021-2022, the Net Capital Turnover Ratio is increased significantly since the company has plenty of working capital available to pay off its debts.
(i)	Net profit ratio	5.13%	4.18%	0.23%	Net Profit Ratio is increased significantly because Revenue is increased & other fixed overheads are not increased in that proportion
(j)	Return on Capital employed	2.04%	0.28%	4.74%	Return on Capital employed increased significantly because Revenue & Net Profit are increased.
(k)	Return on investment	NA	NA	NA	NA

Related Party Transactions
Annexure - J

List of Relatives

2. Shaival Gandhi

List of concerns in which directors are interested

1. Fairplay HUB

2. Skittleball Ventures
3. Wigglewink Ventures Private Limited

(₹In Lacs)

Particulars	Relation	2021-2022	2020-2021	2019-2020
Sales	-			
Wigglewink Ventures Pvt Ltd	List of concerns in which directors are interested	33.35	0.65	23.43
Skittleball Ventures	List of concerns in which directors are interested	2.36	23.56	21.58
Fairplay Hub	List of concerns in which directors are interested	20.30	13.50	-
Purchase				
Wigglewink Ventures Pvt Ltd	List of concerns in which directors are interested	6.23	25.13	-
Skittleball Ventures	List of concerns in which directors are interested	10.94	14.05	-
Fairplay Hub	List of concerns in which directors are interested	430.59	22.69	-
Unsecutred Loans				
Fairplay Hub	List of concerns in which directors are interested	8.81		-

Annexure - K Capitalisation Statement as at 31st March, 2022

(₹ In Lacs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	48.77	48.77
Long Term Debt (B)	313.72	313.72
Total debts (C)	**362.49**	**362.49**
Shareholders' funds		
Equity share capital	1,831.90	2,253.35
Reserve and surplus - as restated	817.54	4,737.06
Total shareholders' funds	**2,649.44**	**6,990.41**
Long term debt / shareholders funds	0.12	0.04
Total debt / shareholders funds	0.14	0.05

Annexure V

Notes to the Restated Financial statements

Notes 1. General information

The Restated financial Statements comprise financial statements of Pace E-Commerce Venture Limited for the period ended March 31, 2022 and for each years ended March 31, 2021, March 31, 2020 and March 31, 2019 that had been previously prepared and audited as per the requirements of Companies Act, 2013 and now restated as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992 and Guidance note on reports in Company Prospectus (Revised 2019) ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

The Company is domiciled in India, with its registered office situated at Wing B - 1 11th Floor, Flat No. 1102, F Residency Near Sopan Bag, Balewadi, Pune, - 411045, Maharashtra.

The Restated Financial statements were authorised for issue in accordance with a resolution of the Directors on February 21, 2022.

Notes 2. Significant accounting pol
Significant accounting policies adopted by the Company are as under:

2.1 Basis of preparation of Restated Financial statements

a) Statement of compliance with Ind AS

The Restated financial statements of the company comprise of (i) the restated balance sheet as at March 31,2022, March 31, 2021 and March 31, 2020, March 31, 2019 the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the period ended March 31,2022, and for the years ended March 31, 2021 and March 31, 2020, March 31, 2019 and the statement of significant accounting policies, and other explanatory information relating to such financial periods.

The Restated Financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

The Restated Financial statements has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (‘SEBI’) in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”).

b) Basis of measurement

The Restated Financial statements have been prepared on accrual basis and under historical cost convention, except for certain financial assets and liabilities which are measured at fair value (refer para 2.2(S) of accounting policy).

The functional and presentation currency of the Company is Indian Rupee (“INR”) which is the currency of the primary economic environment in which the Company operates.

Transactions and balances with values below the rounding off norm adopted by the group have been reflected as “0” in the relevant notes to Restated financial statements.

c) Use of estimates

The preparation of Restated Financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenditure for the year/period and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying Restated Financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the Restated Financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a year basis. Revisions to accounting estimates, if any, are recognised in the year/period in which the estimates are revised and in any future years affected. (refer para 2.2(V) of accounting policy).

2.2 Summary of significant accounting policies

A) Current/ non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non- current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting year/period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year/period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primary for the purpose of trading,
- It is due to be settled within twelve months after the reporting year/period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year/period.

The Company classifies all other liabilities as non-current.

Based on the nature of business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

B) Revenue recognition

i) Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on the customer terms.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is recognised to the extent that it is highly probable a significant reversal will not occur.

For sale of goods wherein performance obligation is not satisfied, any amount received in advance is recorded as contract liability and recognized as revenue when goods are transferred to customers. Any amount of income accrued but not billed to customers in respect of such contracts is recorded as a contract asset. Such contract assets are transferred to Trade receivables on actual billing to customers.

In case customers have the contractual right to return goods, an estimate is made for goods that will be returned and a liability is recognised for this amount using the best estimate based on accumulated experience.

C) Property, plant and equipments

The cost of a self-constructed item of property, plant and equipments comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition including capitalised borrowing costs, if any, and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting year/period in which they are incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipments and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of 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.

Depreciation

All fixed asset, except capital work in progress, are depreciated on a written down value method. Depreciation is provided based on useful life of the asset as prescribed in schedle II to the companies Act, 2013. Depreciation on additions to /deletion from fixed assets made during the period is provided on pro- rata basis from/up to the date of such addition / deletion as the case may be.

D) Intangible asset

A company incurred intangible cost when it purchases a license agreement from various parties. This cost is usually capitalized and amortized over a set of period of time .

Intangible assets are non-physical Assets such as patent, license agreement, copyright.

License agreement grant licenses to user known as licensee and this type of license is covered as Intellectual Property Rights (IPR's) of one of the promoters of the company along with the long business connection in the market in accordance with the generally used techniques in ascertaining the value of the business for such transaction and capitalization of IPR's as per Accounting Standards for future economic benefits of Assets expected to flow to the unit.
License Agreement can be difficult to enforce and protect from piracy or infringement including legal cost for protecting intangible asset which is License agreement.

Intangible Assets must be amortized over their useful life, if possible, sum assets, such as Brand Name have indefinite life and cannot be capitalize or amortized, other intangible assets such as license agreement have useful life determined in the license agreement, item with a defined useful life must be amortized

Payment for use of IPR's is an depreciable assets and is considered as capital receipt (rather than income) as no economic benefits or any benefit of the assets given to the promoter even though it will future economic benefit of assets excepted to flow to the unit except the allotment of equity shares (issue for other than cash). The value determined of IPR's based on the approved valuer (securities and financial assets during march-21) around 45crore, even though Board has decided on the conservative ground up to 50% .

Company has not charge depreciation on Intangible Assets during the Financial Year 2021-2022 and the same has been approved by the Board during the year

D) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment properties are depreciated using the straight-line method over their estimated useful lives. The Group depreciates building component of investment property over 60 years from the date of original purchase. The useful life has been determined based on technical evaluation performed by the Management's expert.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the year/period of derecognition.

E) Inventories

Raw material, packing material and finished goods

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials and packaging materials are valued at lower of cost and net realisable value. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, FIFO method is used.

Manufactured finished goods are valued at the lower of cost and net realisable value. Cost of manufactured finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition.

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

F) Finance costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

General and Specific borrowing costs that are attributable to the acquisition, construction or production of an asset that necessarily takes a substantial year of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All the other borrowing costs are expensed in the year/period they occur.

G) Employee Benefits

Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

H) Taxes on Income

Income tax expenses for the year comprises of current tax and deffered tax. Current tax provision is determined on the basis of taxable income computed as per the provision of the income tax Act. Deffered tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet.

I) Provision, Contingent Liabilities and Contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are not recognized but are disclosed in the notes.

Contingent assets are neither recognized nor disclosed in the financial statements.

J) Taxes

Tax expense for the year/period, comprising current tax and deferred tax are included in the determination of the net profit and loss for the year/period.

Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Restated Financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year/period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credit and unused tax losses. Deferred tax assets are recognised to the extent only if it is probable that future taxable amounts will be available to utilise those temporary differences, the carry forward of unused tax credits and unused tax losses. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised. 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 assets to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

K) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalents include cash on hand, cash in bank and short-term deposits net of bank overdraft.

L) Significant accounting judgements, estimates and assumptions

The preparation of Restated Financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Restated Financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Estimations in contingencies/ provisions

In preparing these Restated Financial statements, Management has made estimation pertaining to contingencies and provisions that have a significant risk of resulting in a material adjustment and relates to the determination of contingencies and provisions outstanding with significant unobservable inputs

Taxes

Deferred tax, subject to the consideration of prudence, is recognised on temporary differences between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realised. The measurement of deferred tax balances requires estimation of the year of transition to the new tax regime basis the financial projections, availability of sufficient taxable income in the future and tax positions adopted by the Company.

M) Cash Flow Statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Year ended on March 31, 2022, March 31, 2021, and March 31, 2020. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled *"Risk Factors"* beginning on page 20 of this Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Pace E-Commerce Ventures Limited, our Company. Unless otherwise indicated, financial information included herein are based on our *"Restated Financial Statements*" for Financial Year ended on March 31, 2022 , March 31, 2021 and March 31, 2020 included in this Prospectus beginning on page 114 of this Prospectus.

BUSINESS OVERVIEW

Our company started in August 2015 as a business that would give the kids/young consumers and sports enthusiasts in India access to International Football Clubs Merchandise and International Sports Brands apparels and Sports Goods. We started with imports and distribution of branded international sports apparels and extended to various branded merchandise and accessories. Thereafter we acquired manufacturing and distribution Licenses of some of the popular and biggest brands in the Kids Entertainment Industry. This helped us in reaching a larger distribution area and a wider population. This wider assortment of products and customer base helped us gain valuable insights and obtain information and data as to what today's customer really want. We have Spent time for developing on these valuable information and data points from our customers including but not limited to, Kids, Teenagers, Young Adults and Young Parents. we arrived at a clear conclusion - The demand is very swiftly moving to customized, personalized products.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

After the date of last financial year i.e. March 31, 2022, there is no any significant development occurred in the Company except the Sanction of working capital loan by the HDFC Bank and Other Unsecured Loans from Banks and NBFC's amounting to Rs. 1.75 Cr.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Changes in Fiscal, Economic or Political conditions in India
3. Company's inability to retain the experienced staff
4. Failure to adapt the changing technology in our industry of operation may adversely affect our business
5. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate
6. Competition with existing and new entrants
7. Reduction of the sub contact from the big contracting Company.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure V" beginning under Chapter titled "Financial Information of our Company" beginning on page 114 of the Prospectus. No Change in accounting policies.

RESULTS OF KEY OPERATIONS

(₹ in lakhs)

Particulars	For the year ended on		
	31.03.2022	31.03.2021	31.03.2020
Income from continuing operations			

Revenue from operations	1049.58	170.14	149.13
Total Revenue from Operations	**1,049.58**	**170.14**	**149.13**
% of growth	516.89	14.09	
Expenses			
Direct Purchases	947.46	172.50	106.09
% total Revenue	90.27	101.39	71.14
Change in Inventory	-81.43	(56.53)	9.53
% total Revenue	(7.76)	(33.23)	6.39
Material Used	866.03	115.97	115.62
% total Revenue	82.51	68.16	77.53
Employee benefits expense	15.74	3.48	3.85
% Increase/(Decrease)	352.30	(9.61)	
Finance Costs	21.59	22.13	5.41
% Increase/(Decrease)	(2.44)	309.06	
Other expenses	75.56	19.79	23.98
% Increase/(Decrease)	281.81	(17.47)	
Depreciation and amortisation expenses	1.76	0.81	1.13
% Increase/(Decrease)	117.28	(28.32)	
Total Expenses	**980.68**	**162.18**	**149.99**
% to total revenue	93.44	95.32	100.58
EBDITA	**96.82**	**32.65**	**6.97**
% to total revenue	9.22	19.19	4.67
Restated profit before tax from continuing operations	73.47	9.71	0.43
Exceptional Item			
Total tax expense	**19.35**	**2.53**	**0.09**
Restated profit after tax from continuing operations (A)	54.12	7.18	0.34
% to total revenue	**5.16**	**4.22**	**2.41**

COMPARISON OF F.Y. 2022 WITH F.Y. 2021:

Income from Operations

The Company had established own e-commerce portal, i.e www.cotandcandy.com for on demand online product delivery, to cater to large B2C market in the kids apparel segment. Later, the portal expanded product categories from kid's sports, kids fashion, kid's furniture and home textiles. We currently have exclusive manufacturing and distribution rights for a good collection of brands and products In the F.Y.2021-22, the Company's total revenue was ₹1049.58 lacs, which is increased by 516.89 % in compare to F.Y. 2020-21 total Income of ₹170.14 Lakhs. The Company had started operation after covid-19 in full in the FY 2021-22 and the turnover jumped by 516.89%.

Expenditure:

Direct Material use

The direct cost of Material purchased was 82.51% in FY 2021-22 as compared to 68.16% in the FY 2020-21. The increase in the cost of material in the FY 2021-22 as compared to FY 2020-21 was on account of Changes made to the product mix and customer mix and also launching new concept of on demand printing and manufacturing.

Employee Benefits Expenses:

The Employee expenses for F.Y. 2021-22 was ₹15.74 Lakhs against the expenses of ₹3.48 Lakhs in F.Y. 2020-21 showing increase by 352.30 %.The Increase in the employee expenses was on account of increase in the number of employees in the FY 2021-22 as compared to FY 2020-21.The company had 8 no of employees in the FY 2021-22 as against 5 no of employees in the FY 2020-21

Finance Cost:

The Finance Cost for the F.Y. 2021-22 was ₹21.59 Lakhs against the cost of ₹22.13 Lakhs in the F.Y. 2020-21 showing decrease by 2.44 %. The decrease of the Finance Charges are nominal.

Other Expenses

Other Expenses increased to ₹75.56 lakhs for F.Y. 2021-22 against ₹19.79 Lakhs in F.Y. 2020-2021 showing increase of 281.81%.The other expenses increase substantially on account of increase in the business of the Company by516.89 % in FY 2021-22 as compared to FY 2020-21.The increase in the other expenses in the FY 2021-22 was on account of expenditure incurred amounting to ₹ 14.39 lacs for business Development Expenses, ₹ 10.75 for marketing and travelling expenses lacs which was nil in the FY 2020-21.

EBDITA

The EBDITA for F.Y. 2021-22 was ₹96.82 Lakhs as compared to ₹32.65 Lakhs for F.Y. 2020-21. The EBDITA was 9.22 % of total Revenue in FY 2021-22 as compared to 19.19 % in FY 2020-21.The EBDITA reduced in FY2021-22 compared to FY 2020-21 on account of increase of other expenditure by 281.81% which is mainly for the growth of business.

Profit after Tax (PAT)

PAT is₹54.12 Lakhs for the F.Y. 2021-22 as compare to ₹7.18 Lakhs in F.Y. 2020-21. The PAT was 5.16% of total revenue in F.Y. 2021-22 compared to 4.22 % of total revenue in F.Y. 2020-21.The profit is increased on account of increase of the revenue by 516.89 % in FY 2021-22 as compared to FY 2020-21.

COMPARISON OF F.Y. 2020-21 WITH F.Y. 2019-20:

Income from Operations

In the F.Y. 2020-2021 Company's total revenue was ₹170.14 Lakhs, which was increased by 14.09% in compare to F.Y. 2019-20 total Income of ₹149.13 Lakhs. The average growth of business was 14.09% in FY 2020-21. The year was affected by COVID-19 and the business growth was not as expected by the Promoter.

Expenditure:

Direct Material Used

The direct cost of Material purchased was 68.16 % in FY 2020-21 as compared to 77.53 % in the FY 2019-20. The decrease in the cost of material in the FY 2020-21 as compared to FY 2019-20 was on account of Launch of new products that will achieve economies of scale with time.

Employee Benefits Expenses:

The Employee expenses for F.Y. 2020-21 was ₹3.48 Lakhs against the expenses of ₹3.85 Lakhs in F.Y. 2019-20 showing decreases by 9.61%. The decrease is marginal.

Finance Cost:

The Finance Cost for the F.Y. 2020-21 was ₹22.13 Lakhs against the cost of ₹5.41 Lakhs in the F.Y. 2019-20. The company had borrowed interest bearing funds in the FY 2020-21 as against the interest free borrowing in the FY 2019-20.

Other Expenses

Other Expenses decreased to ₹19.79 Lakhs for F.Y. 2020-21 against ₹23.98 Lakhs in F.Y. 2019-20 showing decrease of 17.47%. The decrease in the Other expenses was on account of reduction in the Payment of Royalty in the FY 2020-21 as compared to FY 2019-20.The royalty was of ₹6.56 lacs in FY 2020-21 as against ₹9.38 lacs in FY 2019-20

EBDITA

The EBDITA for F.Y. 2020-21 was ₹32.65 Lakhs as compared to ₹6.97 Lakhs for F.Y. 2019-20. The EBDITA was 19.19 % of total Revenue as compared to 4.67 % in F.Y. 2019-20.The EBDITA has increased substantially on account of reduction in material cost and other expenses in FY 2020-21 as compared to FY 2019-20.

Profit after Tax (PAT)

PAT is ₹7.18 lakhs for the F.Y. 2020-21 in compare to ₹0.34 Lakhs in F.Y. 2019-20. The PAT was 4.22 % of total revenue in F.Y. 2020-21 compared to 0.23₹ % of total revenue in F.Y. 2019-20.

Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

1. **Unusual or infrequent events or transactions**
   To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years other than shut down of business due to COVID-19.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations.**
   Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors"* beginning on page 20 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. **Income and Sales on account of major product/main activities**
   Income and sales of our Company on account of major activities derives from trading of kids apparel segment and other products.

4. **Whether the company has followed any unorthodox procedure for recording sales and revenues**
   Our Company has not followed any unorthodox procedure for recording sales and revenues.

5. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**
   Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 20 in this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

6. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**
   Increases in revenues are by and large linked to increases in volume of business.

7. **Total turnover of each major industry segment in which the issuer company operated.**
   The Company is in the business of trading of kids apparel segment and other products, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page no 71 of this Prospectus.

8. **Status of any publicly announced new products or business segment.**
   Our Company has not announced any new services or business segment.

9. **The extent to which business is seasonal.**
   Our Company's business is not seasonal.

10. **Any significant dependence on a single or few suppliers or customers.**
    Our Company is not dependent on any single or few suppliers of customers.

11. **Competitive conditions.**
    Competitive conditions are as described under the Chapters titled *"Industry Overview"* and *"Business Overview"* beginning on pages 71 and 77, respectively of this Prospectus.

Financial Indebtedness

(A) Other Loans

Sr. No	Name of the Bank/ NBFC	Amount Sanctioned (Rs in Lacs)	Outstanding as on March 31,2022 (Rs. In Lacs)	Tenure	Monthly Installment (in ₹)	Rate of Interest
1	Ambit Finvest Private Limited	10.13	3.83	36	38,160	21
2	Ambit Finvest Private Limited	1.81	1.56	48	6,201	14
3	Axis Bank	10.00	4.20	42	36,404	18.50
4	Bajaj Finserv	7.124	7.124	84	10,686	18
5	Bajaj Finserv	12.30	12.12	60	50,454	18
6	EPI Money Pvt Ltd	10.00	8.46	24	-	-
7	Axis Bank	1.73	1.47	48	5,522	9.25
8	HDFC Bank	20.11	8.87	44	71,457	16.75
9	HDFC Bank Ltd	3.58	2.86	48	11,249	8.25
10	ICICI Bank Ltd	10.16	4.54	44	36,701	17.50
11	IDFC First Bank Limited	19.38	17.70	36	70,064	18
12	Hero FinCorp Ltd	15.15	13.86	36	55,534	19
13	Hiveloop Capital Pvt Ltd	18.00	16.42	12	-	18.00
14	Indiabulls Consumer	12.14	3.99	36	46,066	21.50
15	Lendingkart Finance Limited	12.82	12.82	60	19,230	18
16	Tata Capital Financial - 2042 & 5981	1.75	1.55	48	5,981	14
17	Tata Capital Financial – 38687	10.34	8.79	36	38,687	20.50
18	UGRO Capital Ltd	13.20	11.33	24	66,835	19.50

(B) UNSECURED BORROWINGS

As on March 31, 2022 the outstanding unsecured loans from the following parties

Sr. No	Name of person	Amount outstanding as on March 31,2022(Rs in Lacs)	Terms of Repayment	Rate of Interest
1	Shaival Gandhi	220.98	On Demand	Interest Free

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal or Civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board ("Materiality Policy"), in each case involving our Company, Promoter and Directors (the "Relevant Parties").

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on September 09, 2022 and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters since incorporation including outstanding action, and tax matters, would be considered 'material' if:

(a) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of ₹ 5.00 Lakhs shall be considered material; or

(b) the monetary liability is not quantifiable, however, the outcome of any such pending proceedings may have a bearing on the business, operations, performance, prospects or reputation of our Company.

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on September 09, 2022 determined that outstanding dues to creditors in excess of ₹ 5.00 lakhs as per the restated financials for the period ended March 31, 2022 shall be considered as material dues ("Material Dues").

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our website at www.cotandcandy.com. It is clarified that for the purposes of the above, pre – litigations notices received by our Company Promoters, and the Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

PART I –LITIGATIONS INVOLVING OUR COMPANY

A. LITIGATIONS AGAINST OUR COMPANY

1) Criminal Litigations - NIL
2) Civil Proceedings - NIL
3) Taxation Matters

Direct and Indirect Taxes

INCOME TAX		
Assessment Year	**Tax Liability (in ₹)**	**Date of order**
Income Tax		
2020-21	78720	August 24,2022

4) Proceedings against Our Company for economic offences/securities laws/ or any other law - NIL
5) Penalties in Last Five Years - NIL
6) Pending Notices against our Company - NIL
7) Past Notices to our Company - NIL

8) Disciplinary Actions taken by SEBI or stock exchanges against Our Company - NIL
9) Defaults including non-payment or statutory dues to banks or financial institutions - NIL
10) Details of material frauds against the Company in last five years and action taken by the Companies. - NIL

B. LITIGATIONS FILED BY OUR COMPANY

1) Criminal Litigations - NIL
2) Civil Proceedings - NIL
3) Taxation Matters - NIL
1) Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law. - NIL

PART II –LITIGATIONS INVOLVING DIRECTOR(S) OF OUR COMPANY

A. LITIGATIONS AGAINST DIRECTOR(S) OF OUR COMPANY

1) Criminal Litigations

Criminal complaint no. 24272/2018 pending before the Ld. Magistrate court at Gurugram, Haryana.
M/s Universal Ployer had filed the case under The Negotiable Instrument Act,1881 against Shaival Gandhi, as director of Avante Garde Foods private Limited (Avante) for dishonoured the cheque of ₹20,00,000 bearing no 784656 of State Bank of India, Sahkar Niketan Branch, Ahmedbad dated April 30,2018.The director has been recently served with the summons of the same and is contesting the same before the competent court at Gurugram. The director has been recently served with the summons of the same and is contesting the same before the competent court at Gurugram, Haryana. The next date of hearing is December 12,2022.

Criminal complaint case no. 175C/2018 pending before the Ld. Magistrate court at Ara, Bihar.
Riteh Dilipbahi Kotak (Ritesh) had filed the case under The Negotiable Instrument Act,1881 against Shaival Gandhi, as director of Avante Garde Foods private Limited (Avante) for dishonoured the cheque of ₹5,00,00,000 bearing no 784650 of State Bank of India, Sahkar Niketan Branch, Ahmedbad dated Novemebr 15,2017. Ritesh was director of the Avante and he had resigned from the Company in the year 2013. He had misused the cheque lying in his possession, after a period of almost 5 years of him resignation from the company. The cheque book issued by the bank printed on all the cheques that the maximum value for which the cheque could have been issued was Rs.50,00,000/-. The cheque was deposited with State Bank of India, Ara Bhojpur, Bihar State. The director has been recently served with the summons for the same and is contesting the same before the competent court at Ara, Bhojpur, Bihar. The next date of hearing is November 04, 2022.

Criminal case 544 of 2010 pending before the metropolitan magistrate court no 5, Ahmedabad

The offence relates to offences under section 406, 420,467,468 and 471 etc of the Indian penal code, for transaction of selling of a bungalow in the scheme known as " Ashwamegh Bunglow" situated at bunglow no 2 and 3 admeasuring 1284 sq Yard of land and 854 Sq.Yard of Construction in the city of Ahmedabad by the father of the director on behalf of the HUF. The Complaint was filed by Ajay Surendrabhai Patel in the court on October 13,2009 and the court had ordered for the Investigation to the Karanj Police Station, Ahmadabad under section 156(3) of the IPC. The investigation officer after investigating the matter had filed the charge sheet against Dharmendra Gandhi, father of the Shaival Gandhi only and not against the Shaival Gandhi promoter of the Company. However the Case has been filed in the Court No 5 of Metropolitan Magistrate Court Ahmedabad for inclusion of Shaival Gandhi as Accused along with other persons mentioned in the case. An order has been passed on July 05, 2014 by the court and Shaival Gandhi was added as accused in the case. The prosecution evidence is over and no evidence against the director has been adduced in the case.

Criminal complaint case no. 73544/2019 pending before the Additional Chief Metro Magistrate Court, Ahmedabad.

Vama Export Limited (Vama) had filed the case under The Negotiable Instrument Act,1881 against Shaival Gandhi, for dishonoured the cheque of ₹3,00,00,000 bearing no 000174 of HDFC Bank Limited , dated June 12, 2019/-. The cheque was deposited with ICICI Bank Limited and returned with remark With

"Insufficient Fund". The father of the Director had purchased the gold from the Vama and in order to get the withdrawal of criminal case No 1/2013 against the father of the director, the cheque was given to clear the dues of father of the Director. The next date of hearing is November 04, 2022.

2) Civil Proceedings - NIL
3) Taxation Matters - NIL
4) Past Penalties imposed on our Directors - NIL
5) Proceedings initiated against our Directors for economic offences/securities laws/ or any other law - NIL
6) Directors on list of wilful defaulters of RBI - NIL

B. LITIGATIONS FILED BY DIRECTOR(S) OF OUR COMPANY

1) Civil Proceedings - NIL
2) Taxation Matters - NIL

PART III –LITIGATIONS INVOLVING PROMOTER(S) OF OUR COMPANY

A. LITIGATIONS AGAINST PROMOTER(S) OF OUR COMPANY

1) Criminal Litigations - The Criminal cases against the promoter is already mentioned under the heading Litigation against the Directors.
2) Civil Proceedings - NIL
3) Taxation Matters - NIL
4) Past Penalties imposed on our Promoter - NIL
5) Proceedings initiated against our Promoter for economic offences/securities laws/ or any other law - NIL
6) Penalties in Last Five Years - NIL
7) Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in the past - NIL
8) Adverse finding against Promoter for violation of Securities laws or any other laws

Our Promoter and Managing Director, Mr. Shaival Gandhi's, DIN was deactivated and was disqualified as Director under the provisions of section 164(2)(a) of the Companies Act, 2013 for a period of Five years with effect from 01.11.2016 to 31.10.2021.

B. LITIGATIONS FILED BY PROMOTERS OF OUR COMPANY

1) Criminal Litigations - NIL
2) Civil Proceedings - NIL
3) Taxation Matters - NIL

PART IV –LITIGATIONS INVOLVING SUBSIDIARY COMPANY:

AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY SUBSIDIARY COMPANY.

PART V –LITIGATIONS INVOLVING GROUP COMPANY:

AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY LITIGATIONS INVOLVING GROUP COMPANY.

PART VI –OTHER MATTERS
NIL

PART VII –DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES - NIL

PART VIII –OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY - NIL

PART IX –MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter - *"Management Discussion and Analysis of Financial Condition and Result of Operation"* on page 138 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

PART X –OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As on March 31, 2022, our Company had 6 creditors, to whom a total amount of ₹194.37 lakhs were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated September 09, 2022, considered creditors to whom the amount due exceeds ₹ 5.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Sr.No.	Particulars	Amount (₹. in Lakhs)
1.	Amount due to Micro and Small Enterprises.	Nil
2.	Amount due to Material Creditors.	194.13
3.	Amount due to Other Creditors.	0.14
	Total	**194.2**7

*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see website of our Company :www.cotandcandy.com.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website: www.cotandcandy.com would be doing so at their own risk.

WILFUL DEFAULTER OR FRAUDULENT BORROWERS

Our Promoter and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Prospectus.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively "Approvals") from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer *"Key Industrials Regulations and Policies"* on page 86 of this Prospectus.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

(A) Approvals for the Issue

Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on August 09, 2022, authorised the Issue subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The Shareholders of the Company have, pursuant to a resolution dated August 19, 2022 passed in the AGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Issue.

In-principle approval from the Stock Exchange

3. The Company has obtained in-principle listing approval from the SME Platform of BSE Limited (BSE SME) September 21, 2022.

Agreements with CDSL and NSDL

4. The Company has entered into an agreement dated August 23, 2022 with the Central Depository Services (India) Limited (CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

5. Similarly, the Company has also entered into an agreement dated August 29, 2022 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

6. The Company's International Securities Identification Number ("ISIN") is INE0N1L01018.

(B) Registration under the Companies Act, 1956/2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Pune	U51909PN2015PTC156068. On August 05, 2015	Companies Act, 2013	Certificate of Incorporation as Private Limited Company	Valid, till Cancelled
2.	Registrar of Companies, Pune	U51909PN2015PTC156068. On July 25, 2022	Companies Act, 2013	Fresh Certificate of Incorporation consequent upon	Valid, till Cancelled

				change of name of company.	
3.	Registrar of Companies, Pune	U51909PN2015PLC156068. On August 8, 2022	Companies Act, 2013	Fresh Certificate of Incorporation after conversion.	Valid, till Cancelled

(C) Registration under various Acts/Rules relating to Income Tax, Goods and Service Tax:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department- (PAN)	AAICP2370F	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department - (TAN)*	PNEP21684F	Income Tax Act, 1961	Tax Deduction Account Number	Valid, till Cancelled
3.	Commisionerate, Service Tax Pune, Central Board of Excise and Customs	AAICP2370FSD001	Service Tax Rules,1994	Service Tax Registration	Valid, till Cancelled
4.	Gujarat Goods and Services Tax Act, 2017*	24AAICP2370F1ZM	Goods and Services Tax Act, 2017	Goods and Services Tax	Valid, till Cancelled

(D) Registration and Approvals under Statutory and Regulatory Act(s):

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Micro, Small and Medium Enterprises, Government of India*	UDYAM-GJ-01-0010441	Entrepreneurs Memorandum for Setting up Micro, Small or Medium enterprise.	Udyam Registration	Valid, till cancelled
2.	Director General of Foreign Trade, Pune*	IEC No.: 3115903928	Import-Export Rules and Regulation	Import –Export Permission	Valid, till cancelled
3.	Director General of Foreign Trade, Pune*	Approval For Ahmedabad Branch	Import-Export Rules and Regulation	Import - Export Permission	Valid, till cancelled
4.	Director General of Foreign Trade, Pune*	IEC No.: 3115903928	Import-Export Rules and Regulation	Fresh permission for Import –Export	Valid, till cancelled
5.	Department for Promotion of Industry and Internal Trade	Certificate No: DIPP85917	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry.	Registration as Startup Unit with Ministry of Commerce and Industry.	Valid up to 4th August, 2025

Note: *All the Approvals/Licenses/Registration are in name of Pace Sports And Entertainment Private Ltd, company is taking necessary steps to get the same in the name of Pace E-Commerce Ventures Limited.

(E) Approvals applied for up gradation but not yet received

Sr. No	Description	Authority
1.	Registration Certificates under Maharashtra Shops and	Pune Municipal Corporation

	Establishments (Regulation of Employment and Conditions of Service) Act, 2017	
2.	Gujarat Shops and Establishments(Regulation of Employment and Conditions of Service) Act 2019	Amdavad Municipal Corporation

Intellectual Property Related Approvals:

Sr. No.	Logo	Class	Owner of Trademark	Application No.	Date of application	Status	Trademark Type
1.	Homepost	35	Pace E-Commerce Ventures Limited	5601898	08/09/2022	Send to Vienna Codification	Device
2.	Candy	35	Pace E-Commerce Ventureslimited	5601869	08/09/2022	Send To Vienna Codification	Device
3.	PACE	35	Pace E-Commerce Ventures Limited	5601857	08/09/2022	Send To Vienna Codification	Device

FINANCIAL INFORMATION OF OUR GROUP COMPANIES

As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable Accounting Standard (AS-18) as per the Restated Financial Statements of our Company. Further in addition to it, pursuant to a resolution of our Board dated September 09, 2022 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if any such company is an *Associate Company* of our Company or our Company is an *Associate Company* of such Company.

Except as stated below, there is no company which is considered material by the Board of Directors of our Company to be identified as Group Company.

Details of our Group Companies:

1. Boisson Vitaplus Private Limited

Brief Corporate Information

Date of Incorporation	July 10, 2020
Current Activities	Trading of food and beverages
CIN	U15549GJ2020PTC114511
Registered Office Address	Sub Plot B, Plot No X/4 X/5 Laxminarayan Indpark, Brc Comp, Udhna, Navsari Road, Surat - 394210, Gujarat

Board of Directors

As on date of this Prospectus the Board of Directors comprised of:

Sr. No.	Name of the Directors	Designation	DIN Number
1.	Shaival Dharmendra Gandhi	Director	02883899
2.	Achal Kaushalbhai Doshi	Director	08255303

Financial Information

(₹ in Lacs)

Particulars	2020-2021
Share Capital	10.00
Reserves (excluding revaluation reserve)	(12.50)
Revenue from Operations	29.89
Profit After Tax	(12.50)
Earnings Per Share	(12.50)
Net Asset value	(2.50)

2. Wigglewink Ventures Private Limited

Brief Corporate Information

Date of Incorporation	June 07, 2019
Current Activities	Trading of Wearing Apparel of Kids
CIN	U18209GJ2019PTC108543
Registered Office Address	723 GIDC Phase 4, Vatva, Ahmedabad - 382445, Gujarat

Board of Directors

As on date of this Prospectus the Board of Directors comprised of:

Sr. No.	Name of the Directors	Designation	DIN Number
1.	Yash Jitendra Agrawal	Director	00671947
2.	Shaival Dharmendra Gandhi	Director	02883899

Financial Information

(₹ in Lacs)

Particulars	2020-2021	2019-2020
Share Capital	1.00	1.00
Reserves (excluding revaluation reserve)	0.93	0.09
Revenue from Operations	42.14	3.09
Profit After Tax	0.83	0.09
Earnings Per Share	8.33	0.99
Net Asset value	1.93	1.09

In accordance with the SEBI (ICDR) Regulations, financial information in relation to our Group Company is also available at the website: https://www.cotandcandy.com/pages/group-of-companies.

Other confirmations:

- The Company is not a listed Company
- The Company is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.
- There are no defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against the Company

Common Pursuit:

Our Group Company is not in the same line of business as our Company and there are no common pursuits between our Group Company and our Company.

Business Interests amongst our Company and Group Company /Associate Company

Except as disclosed in *Annexure – J "Related Party Transactions"* on page 114, none of our Group Entities have any business interest in our Company.

Sale or Purchase between Our Company and Our Promoter Group Company:

For details, see *Annexure –J "Related Party Transactions"* on page 114 of Prospectus.

Changes in Accounting Policies in the last three years

Except as mentioned under the paragraph Changes in Significant Accounting Policies, *under Chapter titled "Restated Financial Statements"* beginning on page 114 of the Prospectus, there have been no changes in the accounting policies in the last three years.

Litigation

For details relating to the legal proceedings involving the Group Entities, see *"Outstanding Litigations and Material Developments"* on page 143 of this Prospectus.

Defunct /Struck of Company:

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There is no winding up proceedings against any of Promoter Group Companies.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on August 09, 2022, subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1) (c) vis-à-vis of the Companies Act, 2013.

The shareholders of our Company have authorised the Issue by a special resolution passed pursuant to Section 62(1) (c) vis-à-vis of the Companies Act, 2013 at the AGM of our Company held on August 19, 2022.

The offer for sale by Selling Shareholders for 24,59,600 equity shares authorized by his respective Authorization letter dated August 09, 2022.

We have received In- Principle Approval from BSE SME vide their letter dated September 21, 2022 to use the name of BSE in the Prospectus for listing of our Equity Shares on SME Platform of BSE. BSE Ltd is the Designated Stock Exchange.

PROHIBITION BY SEBI

Our Company, Selling Shareholders, Promoter, Promoter Group and Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus.

CONFIRMATION

1. Our Company, Selling Shareholders, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.

2. Our Directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our Directors are associated as promoters or directors in past (5 five) years.

DECLARATION AS WILFUL DEFAULTERS & FUGITIVE ECONOMIC OFFENDER

Neither our Company, Selling Shareholders, our Promoter, our Directors, have been identified as a willful defaulter or a fugitive economic offender by the RBI or other government authorities.

ELIGIBILITY FOR THE ISSUE

Our company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up (face value) capital is more than ten crores and upto twenty five crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Platform", in this case being the "BSE SME"). Our Company also complies with eligibility conditions laid by SME Platform of BSE for listing of Equity Shares.

We confirm that:

1. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, the lead manager shall ensure that the issuer shall file copy of the draft Prospectus/prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Draft Prospectus/Prospectus to SEBI.

2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this issue has been hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of

the Total Issue Size. For further details pertaining to said underwriting please see "General Information" on page no. 37 of this Prospectus.

3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four working days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of four days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable laws.

4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see "General Information" on page no. 37 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Platform of BSE Limited which states as follows:

1. The issuer should be a Company incorporated Under Companies Act, 2013/1956

Our Company is incorporated under the Companies Act, 2013.

2. The post issue paid up capital of the company (face value) shall not be more than₹ 25 crores.

The post issue paid up capital (face value) of the Company will be ₹ 22.53 crores, less than ₹25 crores.

3. Positive Net Worth

(₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Net Worth as per Restated Financial Statement	2,649.44	2,595.32	7.24

4. Net Tangible Assets of Rs. 150.00 Lakh

Our Net Tangible Assets as per the latest audited financial statements i.e as on March 31, 2022 is ₹ 399.44 lakhs.

5. **Track Record**

(A) The company should have (combined) a track record of at least 3 years.

Our Company satisfies the criteria of Track Record (₹ in lakhs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Net Profit as per Restated Financial Statement	54.12	7.18	0.34

6. The company or the firm or the firm which have been converted into the company should have combined positive cash accruals (earnings before depreciation and tax)in any of the year out of last three years and its net worth should be positive.

The Company has positive Cash Accruals (₹ in Lacs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Earnings before depreciation and tax	75.22	10.54	1.56

7. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN No: INE0N1L01018

8. Company shall mandatorily have a website.

Our Company has a live and operational website: www.cotandcandy.com.

Certificate from the applicant company stating the following:

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.

No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to BSE for listing on SME Segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE Limited ("BSE SME").

SEBI DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, INTERACTIVE FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER INTERACTIVE FINANCIAL SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 22, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT DOES NOT, HOWEVER,ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

BSE Limited ("BSE") has vide its letter dated September 21, 2022 given permission to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

CAUTION- DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS, SELLING SHAREHOLDER AND THE LM

Our Company, our Directors, the Selling Shareholders and the LM accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website : www.cotandcandy.com or any website of any affiliate of our Company, any of the Group Companies or any of the Selling Shareholders, would be doing so at his or her own risk. It is clarified that neither the Selling Shareholders, nor their affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholders in relation to itself and/or the Equity Shares offered by him through the Offer for Sale.

The LM accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriters, the Selling Shareholders and our Company. All information shall be made available by our Company and the LM to the public and investors at large including our website: www.cotandcandy.com, www.ifinservices.in would be doing so at their own risk and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Applications due to faults in any software/ hardware system or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

DISCLAIMER IN RESPECT OF JURISDICTION

This issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, any FII sub – account registered with SEBI which is a foreign corporate or foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE. Our Company has obtained in-principle approval from BSE by way of its letter dated September 21, 2022 for listing of equity shares on SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company, selling shareholders and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013"

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers' to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue, Market Makers and Banker's to Issue and Sponsor Bank to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of filing of the Prospectus for registration with the ROC. **– NOTED FOR COMPLIANCE**

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Bharat Parikh & Associates, Chartered Accountants., Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, restated financial statements dated September 02, 2022 and M/s Ashish N. Parikh& Co., Chartered Accountants, statutory auditor of the company have agreed to provide the Statement of Tax Benefits dated September 07, 2022 , which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

Further, such consents and reports have not been withdrawn up to the time of filing of this Prospectus. **– NOTED FOR COMPLIANCE**

EXPERT OPINION

Except for Peer Review Auditors' reports on the restated financial statements issued by M/s. Bharat Parikh & Associates, Chartered Accountants and Statement of Tax Benefits issued by M/s Ashish N. Parikh & Co., Chartered Accountants; we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Company has not made any Public or Right issue during last five years.

COMMISSION OR BROKERAGE

We have not made any public issue in last five years. Hence, no sums have been paid or payable as Commission or Brokerage.

COMMISSION PAYABLE TO SCSBS

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. However, in case, where ASBA Application Form are being procured by Syndicate Members / sub syndicate, then selling commission would be payable to Syndicate Members / sub syndicate and for processing of such ASBA Application Form, SCSBs would be given a prescribe fee of ₹10 per ASBA Application Form processed by them.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PERFORMANCE VIS-À-VIS objects;

Except as stated in the chapter titled *"Capital Structure"* beginning on page 46 of this Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies and Promoter Group Companies have their equity shares listed on any stock exchange.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Interactive Financial Services Ltd, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at www.ifinservices.in

Disclosure Of Price Information Of Past Issues Handled By Interactive Financial Services Ltd

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Bhatia Colour Chem Limited(BSE SME)	40.00	80	March 24, 2022	40.00	-36.50% (-0.69%)	-40.56% (-8.79%)	NA

2.	Global Longlife Hospital and Research Ltd(BSESME)	49.00	140	May 04, 2022	141.10	-40% (+0.27%)	-43.4% (+4.39%)	NA
3.	Rachana Infrastructure Ltd (NSE EMERGE)	76.28	135	June 10, 2022	138.00	+62.44% (+0.09%)	+250.04% (+8.78%)	NA
4.	Dipna Pharmachem Limited	15.21	38	September 08, 2022	32.00	NA	NA	NA

Sources: Share price data is from www.bseindia.com and www.nseindia.com

Note:

1. The BSE Sensex is considered as the Benchmark Index
2. Prices on BSE /NSE are considered for all of the above calculations
3. In case 30th/90th/180th day are not completed
4. NIFTY50 has considered as the benchmark index of NSE

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
2021-22	1	40.00	NA	1	NA	1	NA	NA	NA	NA	NA	NA	NA	NA
2022-23	2	121.68	NA	1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Track Record of past issues handled by Interactive Financial Services Limited

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.ifinservices.in.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

All grievances relating to the Offer may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount blocked on application and

designated branch or the collection centre of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on August 9, 2022. For further details, please refer the chapter titled *"Our Management"* on page no. 100 of Prospectus.

Our Company has also appointed Ms. Nikita Pediwal as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

Ms. Nikita Pediwal
PACE E-COMMERCE VENTURES LIMITED
Anugrah Bunglow, Street 4, Pallod Farms II,
Shambhu Vihar Society, NankudeVasti, Aundh,
Pune - 411045, Maharashtra, India.
Tel No: +91- 8530999431
Website: www.cotandcandy.com
E-mail: compliance@pacesports.in

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and/or any other authorities while granting its approval for the Offer to the extent applicable.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified though its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019(together, the "UPI Circular") in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 ("UPI Phase II"). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "Main Provisions of the Articles of Association of our Company" beginning on page 199 of this Prospectus.

Authority for the Present Issue

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholder in the manner specified in "Objects of the Offer" beginning on page 59.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 09, 2022 and approved by the shareholders of our Company vide a special resolution at the Annual General Meeting held on August19, 2022 pursuant to section 62(1)(c) of the Companies Act.

The offer for sale by Selling Shareholders for 24,59,600 equity shares authorized by his respective Authorization letter dated August 09, 2022.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "*Dividend Policy*" and "Main Provisions of Article of Association" beginning on page no 113 and 199 respectively of this Prospectus.

Face Value and Issue Price

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹103 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" beginning on page 66 of the Prospectus. At any given point of time there shall be only one (1) denomination for the Equity Shares, subject to applicable law.

Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 199 of the Prospectus.

Minimum Application Value; Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1,200Equity Share subject to a minimum allotment of 1,200 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies collected shall be refunded within four (4)

Working days of closure of Offer. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholder, to the extent applicable and our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or
(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himselfor herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	September 29, 2022 (Thursday)
ISSUE CLOSES ON	October 04, 2022 (Tuesday)

- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266(3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation 266(1).*

In terms of the UPI Circulars, in relation to the Offer, the Lead Manager will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Offer Closing Date, the Issuer shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Four (4) Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

In case of

(i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked.

(ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;

(iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;

(iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

Submission of Application Forms:

Issue period (except the Issue Closing Date)

Submission and Revision of Application Form	Only between 10.00 a.m. and 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. and 3.00 p.m. IST

*On the **Issue Closing Date**, for uploading the Application Forms:*

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 03.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from SME Platform of BSE may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a).

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 1,200 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

Withdrawal of the Issue

Our Company and Selling Shareholders in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 46 of the Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 199 of the Prospectus.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

a) If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid-up Capital of our company is more than ₹10 crores and the market capitalization of our equity is more than ₹ 25 crores and our company have been listed on SME Platform for at least two years, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered though this issue are proposed to be listed on the SME Platform of BSE Limited (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE Limited for a minimum period of three years from the date of listing of shares offered though this Prospectus.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see "General Information" beginning on page 37 of the Prospectus.

New Financial Instruments

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Allotment of Equity Shares in Dematerialized Form

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialised form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Prospectus:

- Tripartite agreement dated August 23, 2022 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated August 29, 2022 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME platform of BSE Limited "BSE SME"). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue"* and *"Issue Procedure*" on page 161 and 170 respectively of this Prospectus.

Public Issue of 64,59,600 Equity Shares of Face Value of ₹ 10.00/- each fully paid (The "Equity Shares") for cash at a price of ₹ 103.00/- per Equity Shares (including a premium of ₹ 93/- per equity share) aggregating to ₹ 6653.39 lacs ("the offer") by our Company, comprising the Fresh Issue of 40,00,000 Equity Shares for Cash at an offer price of Rs. 103/- per share aggregating to Rs. 4120.00 Lacs by our company and the Offer for Sale of 24,59,600 Equity Shares for cash at an offer price of Rs. 103/- per Equity shares aggregating to Rs. 2533.39 Lacs by the Selling Shareholders.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares	61,27,200* Equity Shares	3,32,400 Equity Shares
Percentage of Issue Size available for allocation	94.85% of the Issue Size. 27.19% of the Post Issue Paid up capital	5.15 % of the Issue Size 1.48 % of the Post Issue Paid up capital
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 1200 Equity Shares and Further allotment in multiples of 1200 Equity Shares each. For further details, please refer to the section titled *"Issue Procedure*" on page 170 of this Prospectus.	Firm Allotment
Mode of Application	Retail Individual Investors may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI Payment facility) shall apply through ASBA Only.	Through ASBA mode Only.
Minimum Application Size	***For QIB and NII:*** Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Value exceeds ₹ 2,00,000 ***For Retail Individuals:*** Such number of equity shares where application size is of at least 1200 Equity Shares.	3,32,400 Equity Shares
Maximum Bid	***For QIB and NII:*** Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Size does not exceed 61,27,200 Equity Shares subject to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:*** Such number of Equity Shares so that the Application Value does not exceed ₹ 2,00,000	3,32,400 Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	1,200 Equity Shares	1,200 Equity Shares, However the Market Maker may accept

Particulars	Net Issue to Public	Market Maker reservation portion
		odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

**50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹2,00,000 and the balance 50% of the shares are available for applications whose value is above ₹2,00,000.*

Note:

1. *In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be Required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details, please refer chapter titled *"Issue Procedure"* beginning on page 170 of this Prospectus.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015,the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company, Selling shareholders and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company, Selling shareholders and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with the applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Pursuant to the SEBI ICDR Regulations, 2018 the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("UPI Circular") in addition to ASBA Process has introduce an alternate payment mechanism using Unified Payments Interface ("UPI"), consequent reduction in timelines for listing in a phased manner. Further, SEBI vide its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 has notified Phase II for detail implementation refers below "Phased implementation of Unified Payments Interface". Applicants applying through the ASBA process or UPI Mechanism should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs hence applicant shall ensure that ASBA Bank Account has sufficient Balance.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by Stock Exchange to act as intermediaries for submitting Application Forms are provided on the website of the Stock Exchange. For details on their designated branches for submitting Application Forms, please refer the above-mentioned Stock Exchange website.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA)

for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public Issue closure to listing is proposed to be reduced to three working days.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

Fixed Price Issue Procedure

The offer is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and Selling Shareholders in consultation with the LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the

Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.

Availability of Draft Prospectus/ Prospectus and Application Forms

Copies of the Application Form and the Draft Prospectus / Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every application entered in the Stock Exchanges bidding platform, and the liability to compensate RIIs(using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centers only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

*Excluding electronic Application Form.
**Application Forms will also be available on the website of the BSE (www.bseindia.com).

Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except

the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any Non-SCSB bank or any Escrow Bank. For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Submission and Acceptance of Application Form

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries").

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
4.	A depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	Registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Who can apply?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Mutual Funds registered with SEBI;
- VCFs registered with SEBI;
- FVCIs registered with SEBI;
- Multilateral and bilateral development financial institutions;
- State Industrial Development Corporations;
- Insurance companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
- Nominated Investor and Market Maker
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by associates/affiliates of Lead Manager

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Option to Subscribe to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.

2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Application By HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Application by Mutual Funds

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights

Application by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

Application by Eligible NRIs/FII's on Repatriation Basis

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("**PIS**") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company.

Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

Application by FPIs

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Application by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that

such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Application by provident funds/ pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application, without assigning any reason thereof.

Application by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

Application by Banking Companies

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less.

Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Application by Insurance Companies

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India Investment) Regulations, 2016 ("IRDA Investment Regulations").

Application by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Systemically Important Non-Banking Financial Companies

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Application under Power of Attorney

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- With respect to Applications made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

Application by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

Maximum and Minimum Application Size

1. **For Retails Individual Applicants**

The Application must be for a minimum of 1,200Equity Shares and in multiples of 1200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. **For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1200 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Bid Amount upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

ASBA Process

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER /SCSBS /REGISTRAR AND SHARE TRANSFER AGENTS /DEPOSITORY PARTICIPANTS /STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.

Who can apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Terms of payment

The entire Issue price of ₹103 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment Mechanism

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal

or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode:

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Process

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in**.**

Blocking of Funds:

a) Investors shall create UPI ID
b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

Unblocking of Funds:

a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

Rejection grounds under UPI Payment Mechanism

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for

rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account

List of Banks providing UPI facility

An investors shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company, Selling shareholders and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

    1. Name of the Applicant;
    2. IPO Name;
    3. Application Form number;
    4. Investor Category;
    5. PAN (of First Applicant, if more than one Applicant);
    6. DP ID of the demat account of the Applicant;
    7. Client Identification Number of the demat account of the Applicant;
    8. UPI ID (RIIs applying through UPI Mechanism)
    9. Numbers of Equity Shares Applied for;
    10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
    11. Bank account number
    12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

7. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
10. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

Withdrawal of Applications

RIIs can withdraw their applications until Issue Closing Date. In case a RIIs wishes to withdraw the applications during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement

The issue is 100% Underwritten. For further details please refer to Section titled "General Information" on page no. 37 of this Prospectus.

Filing of the Offer Document with the RoC

For filing details, please refer Chapter titled "General Information" beginning on page 37 of this Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

Price Discovery &Allocation of Equity shares

a) The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
b) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
c) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
d) In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
e) Allotment status details shall be available on the website of the Registrar to the Issue.

Issuance of Allotment Advice

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

2. **Issuer will that:**

   (i) the allotment of the equity shares; and
   (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

3. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Issuance of Confirmation Allocation Note ("CAN")

a) A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.

b) In the event that the Offer Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such

Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.

c) In the event the Offer Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

General Instructions

Applicants are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic forms. Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
9. Ensure that you request for and receive a stamped acknowledgement of your Application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.
14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that thumb impressions and signatures other than in the languages specified in the eighth schedule to the Constitution of India are attested by a magistrate or a notary public or a special executive magistrate under official seal;
16. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

Don’ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the BRLM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. If you are a Retail Individual Applicant, do not apply for an exceeding ₹ 200,000;
8. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
9. Do not submit the General Index Register number instead of the PAN;

10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
15. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
16. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not submit an Application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
22. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to

immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband 's name to determine if they are multiple applications.

ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

Grounds for Technical Rejections

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
d. PAN not mentioned in the Application Form;
e. GIR number furnished instead of PAN;
f. Applications for lower number of Equity Shares than specified for that category of investors;
g. Applications at a price other than the Fixed Price of the Issue;
h. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled "Issue Structure";
i. Category not ticked;
j. Multiple Applications as defined in the Prospectus;
k. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
l. Applications accompanied by Stock invest/ money order/ postal order/ cash;
m. Signature of sole Applicant is missing;
n. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;

o. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
p. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
q. Applications by OCBs;
r. Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
s. Applications not duly signed;
t. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
u. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
v. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
w. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
x. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹2,00,000, received after 3.00 pm on the Issue Closing Date;
y. Applications not containing the details of Bank Account and/or Depositories Account.
z. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
aa. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) a tripartite agreement dated August 29, 2022 with NSDL, our Company and Registrar to the Issue;

b) a tripartite agreement dated August 23, 2022 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE0N1L01018

a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.

b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.

c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).

d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.

e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.

f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.

g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

h) The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Pace E-Commerce Ventures Limited **Ms. Nikita Pediwal** **Company Secretary and Compliance Officer** **Address:**AnugrahBunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, NankudeVasti, Aundh, Pune - 411045, Maharashtra, India. **Tel No:** + 91 85309 99431 **Website**: www.cotandcandy.com **E-mail**: compliance@pacesports.in	**Bigshare Services Private Limited** **Address:** Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri East, Mumbai-400093 **Tel No:** +91 22-6263 8200 **Fax No** +91 22-6263 8299 **Website:** www.bigshareonline.com **E-Mail:** ipo@bigshareonline.com **Investor Grievance Email**: investor@bigshareonline.com **Contact Person:** Mr. Aniket Chindarkar **SEBI Reg.** No.: INR000001385

Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 4 Working Days from the Bid/Offer Closing Date.

Impersonation

Attention of the Applicant is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447".

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of "imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud".

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that "at par" facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

Grounds for Refund

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by the Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of forth days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

Mode of Refunds

a) **In case of ASBA Bids:** Within 6 (six) Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.

b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

c) **In case of Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(i) **NECS -** Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;

(ii) **NEFT -** Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) **Direct Credit -** Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) **RTGS -** Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

(v) Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

Completion of Formalities for listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

BASIS OF ALLOTMENT

Allotment will be made in consultation with Stock Exchange (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 1,200 equity shares the allotment will be made as follows:

    a. Each successful applicant shall be allotted 1,200 equity shares; and

    b. The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,200 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,200 equity shares subject to a minimum allotment of 1200 equity shares.

5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 1,200 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.

6. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

    a. A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

    b. The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

    c. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled ‘Basis of Allotment’ of this Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

Basis of Allotment in the event of Under subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size which shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Undertaking by our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within fifteen (15) days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period
10. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time

Utilization of Issue Proceeds

Our Board certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013.
2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively.
5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective fromOctober15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India)Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian(NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations– Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OFASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF PACE E-COMMERCE VENTURES LIMITED

Title of Article	Article Number	Content
PRELIMINARY		The Regulations contained in Table "F" in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.
INTERPRETATION		(1) In these regulation / articles (a) "the Act" means the Companies Act, 2013, (b) "the seal" means the common seal of the company. (c) "Articles" means these articles of association of the Company or as altered from time to time. (d) "Board of Directors" or "Board", means the collective body of the directors of the Company. (e) "The Chairperson" means the Chairperson of the Board of Directors for the time being or the Company. (f)"The Company" is public limited company within the meaning of Section 2(17) of the Companies Act, 2013. (g) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act. (2) Unless the context otherwise requires, words or expressions contained in these regulations /articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations / articles become binding on the company.
SHARE CAPITAL AND VARIATION OF RIGHTS	**1.**	Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company. If the share capital of the Company consists of Preference Shares, the Company shall have right to issue and redeem the preference shares in accordance with the provisions of the Act. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
	2.	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

	3.	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
	4.	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
	5.	(i) The company may exercise the powers of paying commissions conferred by sub-section (6)of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
	6.	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, bevaried with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
	7.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
	8.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
LIEN	**9.**	(i) The company shall have a first and paramount lien— (a) on every share (not being a fully paid share), for all monies (whether presently payable or not)called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
	10.	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
	11.	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

		(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
	12.	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
CALLS ON SHARES	**13.**	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
	14.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
	15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
	16.	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
	17.	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
	18.	The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
TRANSFER OF SHARES	**19.**	(i) Any member may transfer his/her shares to any other existing members but Board shall have right, subject to appeal as prescribed u/s 58 of the Act, to refuse registration of transfer of shares; (ii) If any member wants to transfer/sell his shares to a person other than existing member, he shall give to the Company intimation of his intention to do so and he shall transfer his shares to such non members only if approval by the Board is granted any communicated in writing to that person to transfer the shares to the non-member; (iii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and shall be deposited with the Company for the registration of transfer of shares within 60 days from the date of execution; (iv) The transferor shall be deemed to remain a holder of the share until the name of

		the transferee is entered in the register of members in respect thereof.
	20.	The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
	21.	The Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
	22.	On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
TRANSMISSION OF SHARES	**23.**	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
	24.	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
	25.	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
	26.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
FORFEITURE OF SHARES	**27.**	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

	28.	The notice aforesaid shall— (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
	29.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
	30.	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
	31.	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
	32.	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
	33.	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	**34.**	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
	35.	Subject to the provisions of section 61, the company may, by ordinary resolution,— (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
	36.	Where shares are converted into stock,— (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock

		arose; but no such privilege or advantage(except participation in the dividends and profits of the company and in the assets on winding up)shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.
	37.	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,— (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
CAPITALISATION OF PROFITS	**38.**	(i) The company in general meeting may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii) Either in or towards— (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
	39.	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalized there by, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power— (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of the irrespective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
BUY-BACK OF SHARES	**40.**	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
EMPLOYEE STOCK OPTION	**41.**	Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame

SCHEME		guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS).
	42.	ESOP or ESPS may provide for the issue of shares/warrants, bonds or other debt instruments including the terms of payment.
	43.	The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company.
ISSUE OF SWEAT EQUITY SHARES	**44.**	Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.
GENERAL MEETINGS	**45.**	All general meetings other than annual general meeting shall be called extraordinary general meeting.
	46.	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting maybe called by the Board.
NOTICE OF MEETING	**47.**	Any General Meeting may be called by giving to the members clear seven days' notice or a shorter notice than of seven days, if consent is accorded thereto by members of the Company holding not less than 60 per cent of the paid up share capital of the Company and it shall not be necessary to annex any explanatory statement to the notice.
PROCEEDINGS AT GENERAL MEETINGS	**48.**	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
	49.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
	50.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
	51.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
ADJOURNMENT OF MEETING	**52.**	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
VOTING RIGHTS	**53.**	53. Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
	54.	A member may exercise his vote at a meeting by electronic means in accordance with section108 and shall vote only once.
	55.	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names

		stand in the register of members
	56.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid and no member shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.
	57.	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
PROXY	**58.**	Any member of a company entitled to attend and vote at a meeting of the Company shall been titled to appoint another person as a proxy to attend and vote at the meeting instead of himself, and that a proxy must be a member of the Company.
	59.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
	60.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
	61.	A vote given in accordance with the terms of an instrument of proxy shall be valid, Notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
BOARD OF DIRECTORS	**62.**	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. -The persons hereinafter named shall be the First Directors of the Company: **1. PARIN CHANDRAKANT GALA** **2. SHAIVAL DHARMENDRA GANDHI** -The first Directors of the Company shall be permanent Directors, till he/she resigns. -The Directors shall not be required to hold any qualification shares.
	63.	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
	64.	The Board may pay all expenses incurred in getting up and registering the company.
	65.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.
	66.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
	67.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
	68.	In compliance of and in manner prescribed u/s 161 or other provisions of the Act, the Board shall have power to appoint Additional Director or Alternate Director or Nominee Director or Director to fill casual vacancy.

	69.	A company in General Meeting appoint a director in accordance with the provisions of Section160 of the Act except that the proposed candidate for the post of director shall not be required to deposit a sum of Rs. 1.00 Lakh as provided in that Section. (i) Appointment of directors need not to be voted individually. Any number of directors subject to the limit imposed by the Act can be appointed by a single resolution.
	70.	Subject to the restrictions imposed under the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
	71.	The Board shall not require approval of the members for exercising any powers as referred to under Section 180 of the Act and accordingly the provisions of the said section shall not be applicable to the Company.
BORROWING POWERS	**72.**	The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums exceeding paid up capital and free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper, without such approval from the members. Any such money may be raised or the payment or repayment of thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.
MANAGING DIRECTOR OR WHOLE TIME DIRECTOR	**73.**	The Board of Directors may, from time to time, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director. Such appointment can be made with the formal Letter of Appointment and bypassing of resolution as may be required in the Act. However - (i) Ratification from shareholder's for appointment of Managing Director or Whole Time Director shall not be required. (ii) A notice of the Board Meeting proposing a resolution required to be passed for appointment of Managing Director or Whole Time Director shall not mandatorily contain Terms & Conditions of appointment and details pertaining to remuneration. (iii) Any provisions contained in Schedule V shall not be applicable to Managing Director or Whole Time Director.
	74.	A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine.
	75.	The Board of Directors, subject to the provisions of the Act, may entrust to and confer upon a Managing or whole time Director or Committee of Directors any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.
PROCEEDINGS OF THE BOARD	**76.**	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at anytime, summon a meeting of the Board.
	77.	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

	78.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
	79.	An interested director can participate in any item of business at the board meeting in which he is interested after disclosure of his interest and he shall be counted for the purpose of ascertaining the quorum.
	80.	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
	81.	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
	82.	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
	83.	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
	84.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
	85.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	**86.**	Subject to the provisions of the Act,— (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed maybe removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	87.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
THE SEAL	**88.**	No Common Seal is required as per the provisions of the Companies Act, 2013.
DIVIDENDS AND RESERVE	**89.**	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
	90.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
	91.	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the

		discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
	92.	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
	93.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
	94.	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
	95.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
	96.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
	97.	No dividend shall bear interest against the company.
ACCOUNTS	**98.**	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
WINDING UP	**99.**	Subject to the provisions of Chapter XX of the Act and rules made there under— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
INDEMNITY	**100.**	100. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company located at C-423, 4TH Floor Sumel - 11, Opp Namaste Circle, Shahibaug, Ahmedabad – 380 004 Gujarat, India between 10 a.m. and 5 p.m. (IST) on all Working Days from the date of this Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A) Material contracts for the Issue

1. Issue Agreement dated September 09, 2022 between our Company, Selling Shareholders and the Lead Manager.
2. Registrar Agreement dated September 09, 2022 between our Company, Selling Shareholders and Registrar to the Issue.
3. Underwriting Agreement dated September 09, 2022 amongst our Company, the Underwriter, Selling Shareholders and the Lead Manager.
4. Market Making Agreement dated September 09, 2022 amongst our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated September 09, 2022 amongst our Company, Selling Shareholders, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement dated August 23, 2022 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
7. Tripartite agreement dated August 29, 2022 amongst our Company, National Securities Depository Limited and Registrar to the Issue.
8. Share Escrow Agreement dated September 09, 2022 amongst our Company, the Lead Manager, Selling shareholders and the Registrar to the Issue.

B) Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated August 09, 2022 in relation to the Issue and other related matters.
3. Shareholders' resolution dated August 19, 2022 in relation to the Issue and other related matters.
4. Power of Attorney provided by the Selling Shareholder dated September 09, 2022.
5. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Banker to our Issue and Market Maker to include their names in this Prospectus and to acting their respective capacities.
6. Peer Review Auditors Report dated September 02, 2022 on Restated Financial Statements of our Company for period ended March 31, 2022 and the financial years ended March 31, 2021 and 2020.
7. The Report dated September 07, 2022 from the Statutory Auditors of our Company, confirming the Statement of Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
8. Copy of Approval dated September 21, 2022 from the SME Platform of BSE Limited (BSE SME) to use their name in the prospectus for listing of Equity Shares.
9. Agreement dated September 05, 2022, entered into by our Company with Shaival Dharmendra Gandhi appointment as a Managing Director of the company.
10. Due diligence certificate dated September 22, 2022 submitted to SEBI by Lead Manager to the Issue.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby declare that all the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 and the guidelines /Regulations issued by the Government of India or guidelines/ regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Prospectus are true and correct.

Signed by the Directors of the Company:

Name	Designation	Signature
Mr. Shaival Dharmendra Gandhi	Managing Director and Chief Financial Officer	Sd/-
Mr. Harshal Chandarakant Gala	Non-Executive Director	Sd/-
Mr. Mihir Atulbhai Sojitra	Independent Director	Sd/-
Mrs. Hiral Rasikbhai Vaghasiya	Independent Director	Sd/-

Place: Pune, Maharashtra
Date: September 22, 2022

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this Prospectus in relation to himself and the Equity Shares being offered by him in the Offer for Sale are true and correct, provided however, the undersigned Selling Shareholder assumes no responsibility for any of the statements made by our Company or any expert or any other person(s) in this Prospectus.

Signed by the Selling Shareholder

Sd/-
Shaival Dharmendra Gandhi

Place: Pune, Maharashtra
Date: September 22, 2022

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this Prospectus in relation to himself and the Equity Shares being offered by him in the Offer for Sale are true and correct, provided however, the undersigned Selling Shareholder assumes no responsibility for any of the statements made by our Company or any expert or any other person(s) in this Prospectus.

Signed by the Selling Shareholder

Sd/-
Dharmendra Ratilal Doshi

Place: Pune, Maharashtra
Date: September 22, 2022

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this Prospectus in relation to himself and the Equity Shares being offered by him in the Offer for Sale are true and correct, provided however, the undersigned Selling Shareholder assumes no responsibility for any of the statements made by our Company or any expert or any other person(s) in this Prospectus.

Signed by the Selling Shareholder

Sd/-
Dixit Pramukhlal Mehta

Place: Pune, Maharashtra
Date: September 22, 2022

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this Prospectus in relation to himself and the Equity Shares being offered by him in the Offer for Sale are true and correct, provided however, the undersigned Selling Shareholder assumes no responsibility for any of the statements made by our Company or any expert or any other person(s) in this Prospectus.

Signed by the Selling Shareholder

Sd/-
Kaushal Jitendra Doshi
Karta of Kaushal Jitendra Doshi HUF

Place: Pune, Maharashtra
Date: September 22, 2022

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by her in this Prospectus in relation to herself and the Equity Shares being offered by her in the Offer for Sale are true and correct, provided however, the undersigned Selling Shareholder assumes no responsibility for any of the statements made by our Company or any expert or any other person(s) in this Prospectus.

Signed by the Selling Shareholder

Sd/-
Pravina Jitendra Maniyar

Place: Pune, Maharashtra
Date: September 22, 2022