

PACE

PACE E-COMMERCE VENTURES LIMITED

Pioneering a Personalised Retail Revolution

Annual Report 2022-23



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About the Company



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Our Strategy

An ever-expanding array of products and designs, ushering in endless potential for personalised and customised creations



Read more about our strategies on Page 16

Evolution of crafting personalised dreams



It is with great enthusiasm that I reflect upon the incredible journey we have embarked on at Pace E-commerce Ventures Limited. From our beginnings as importers and distributors of esteemed international sports brands to our current position as a multi-platform online retailer and a print-on-demand manufacturing enterprise, the path we have traversed has been nothing short of remarkable.



Shaival Gandhi
Managing Director



Read more about our journey on Page 06



For more details visit:
www.cotandcandy.com

More about Pace



Pioneering a personalised retail revolution



Evolution of crafting personalised dreams



In the right place at the right time

Cautionary Note

We wish to draw your attention to the fact that this document contains forward-looking statements regarding anticipated future events, financial performance, and operational outcomes for Pace E-commerce Ventures Limited. As is customary with such forward-looking statements, they are based on certain assumptions and are inherently subject to potential risks and uncertainties. It is important to acknowledge that these assumptions, predictions, and other forward-looking statements may not necessarily prove to be precise.

We strongly advise our readers against placing undue reliance on these forward-looking statements, given that a multitude of factors could result in actual future results and events differing significantly from the expressions contained therein. In light of this, it is pertinent to underscore that this document is subject to our disclaimer and should be considered in its entirety alongside the assumptions, qualifications, and risk factors outlined in the Management's Discussion and Analysis for FY23.

Pioneering a personalised retail revolution

In the dynamic landscape of modern commerce, a new era has dawned - where innovation and personalisation converge to reshape the retail horizon. That is the very essence of our journey at Pace E-Commerce Ventures Limited.

The need for personalisation has become intrinsic to the modern consumer psyche. It's no longer just a preference; it's a driving force. The aspiration for tailored experiences that resonate with individuality has catalysed the emergence of an era where mass-produced products no longer suffice.

The retail revolution, guided by technology and consumer expectations, is altering the retail landscape. Consumers demand more than mere products - they crave immersive journeys woven with personal touch points that echo their desires. This shift stems from a profound need to establish a deep, emotional connection with the products they choose.

Pace E-Commerce Ventures Limited is at the heart of this transformation. Our platform is a hub where retailers, designers, and consumers converge to co-create. Our innovative ecosystem empowers each stakeholder to actively participate in crafting unique, customised products that resonate.

What sets Pace apart is its commitment to inclusivity. We champion the unorganised sector - artists, designers, and creators - offering them a platform to shine. This diversity amplifies our marketplace, making it a true reflection of global creativity.

Revolutionising customisation and creativity, we're pioneering an era where sustainability intertwines with individuality. From personalisation to a spectrum of independent artists' creations, our canvas is limitless, fostering new realms of expression. We centralise offerings under our premier on-demand platform, elevate personalisation across diverse categories, harness efficiencies through on-demand manufacturing, and empower creativity through inclusivity.

Harmonising the desires of customers, the aspirations of retailers, and the artistry of creators, we orchestrate a symphony of personalised retail experiences. We invite you on this journey with us, where each transaction is an ode to the uniqueness that defines us all.



ABOUT THE COMPANY

Enabling customisation in the marketplace

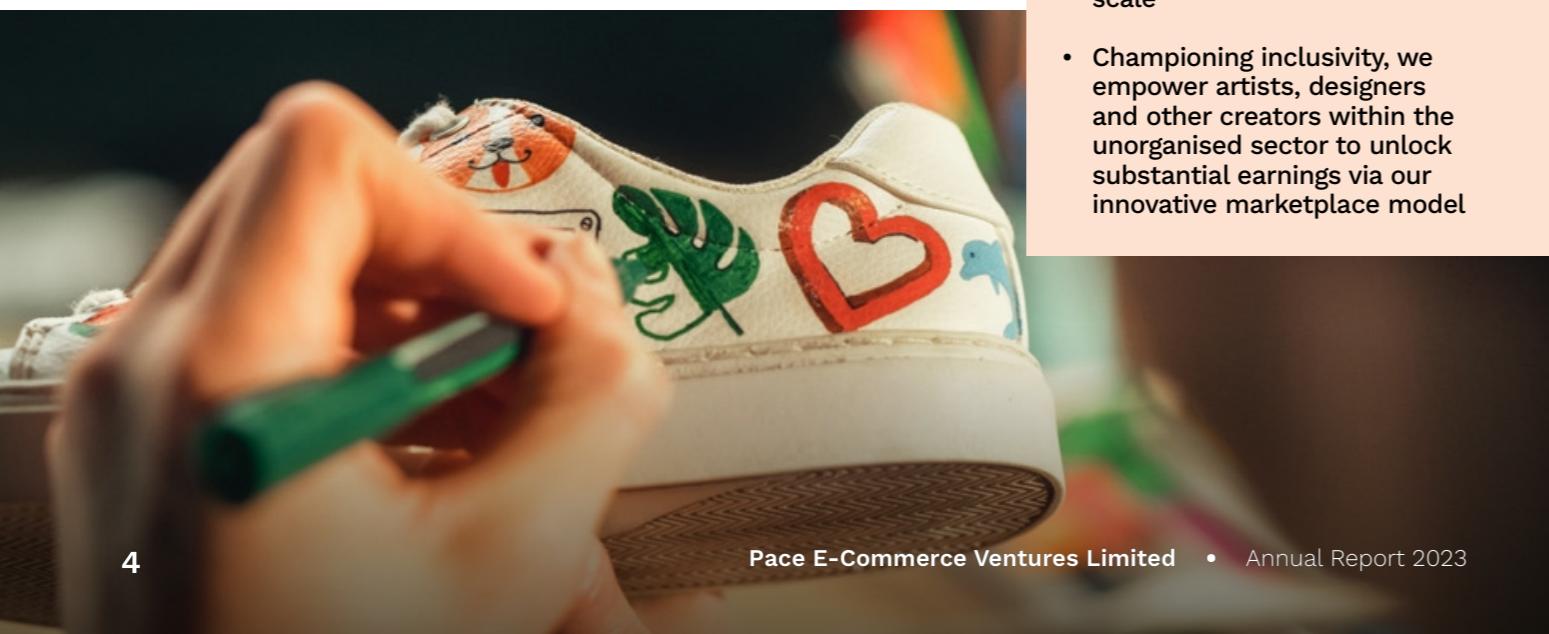
With about eight years of expertise, Pace E-Commerce Ventures Limited stands as an accomplished multi-platform online retailer and print-on-demand manufacturing enterprise, offering a distinctive platform for personalised and unique products. Our unique approach is reshaping the landscape of customisation and creativity, as we forge an unparalleled online marketplace that bridges the gap between consumers, retailers, creators, and artists, presenting an extensive array of solutions and products.

Revolutionising customisation and creativity

Pioneering a transformation in the customisation and creativity sector, our trailblazing on-demand digital printing and manufacturing infrastructure fosters sustainable, and scalable production processes. These processes culminate in the delivery of premium, tailor-made products catering to a broad spectrum of makers, customers, and small enterprises spanning numerous categories.

Supported by an in-house creative and design team and a dynamic

artist network via our marketplace model, our vision extends beyond photo personalisation to encompass an expansive spectrum of custom designs conceived by independent creatives. Breaking down barriers, we democratise the creation and exploration of custom products, gifts, and home decor by affording widespread access to high-quality manufacturing and large-scale production capacities, rendering it accessible to both individual creators and small businesses.



Key distinctions

- Spearheading India's exceptional on-demand platform, we are consolidating myriad of offerings in a single, centralised space
- Dedicated to addressing personalisation requisites, we furnish retailers and customers with the flexibility to customise across diverse product categories
- Our cutting-edge on-demand printing and manufacturing capabilities prioritise efficiency through optimised inventories and economies of scale
- Championing inclusivity, we empower artists, designers and other creators within the unorganised sector to unlock substantial earnings via our innovative marketplace model

Addressing a resounding need

The contemporary landscape dictates that personalisation is no longer a mere option but a prerequisite for consumer engagement. Amid the diverse and evolving circumstances that each consumer navigates, personalisation represents a facet of a larger whole - comprehensive understanding and, ultimately, empathy.

Consumers: The desire for personalised products transcends the boundaries of gifting and extends to every facet of consumerism - be it apparel, fashion accessories, fabrics, or home decor. Customers yearn for the autonomy to co-create an experience that resonates with their uniqueness.

Retailers: The process of producing personalised products necessitates a sequence of selection, design, customisation, and manufacturing.

Retailers often grapple with constraints in providing personalisation within budget-friendly parameters and minimal/singular order quantities

Designers/Artists: The creative community faces limitations in showcasing their artistry, efficiently distributing designs, and comprehending consumer preferences and feedback.

Our innovative response

Pace E-Commerce Ventures Limited ushers in an era of limitless possibilities, uniting consumers, retailers and artists through a unified, on-demand platform that fuels a vibrant spectrum of personalised and customised products catering to diverse needs.

Consumers: Empowering them to craft personalised products, either through their unique designs or curated selections from our design pool.

Retailers: Seamlessly integrating with retailers' websites, we provide a platform for personalisation, enabling them to present their own designs or those contributed by designers to their customer base.

Designers/Artists: A dedicated space for artists and designers to showcase their creations, earn substantially, and actively engage with discerning consumers.

Central to our approach is on-demand manufacturing and printing, optimised for cost-efficiency, drawing from our proprietary network of fulfilment centres and bolstered by strategic delivery partnerships.

Pace in numbers

6
Online platforms (active and in pipeline)

7+
Major product categories

10+
Product sold through Multi-brand outlet chains

15+
Own and licensed brands

100+
Distributors

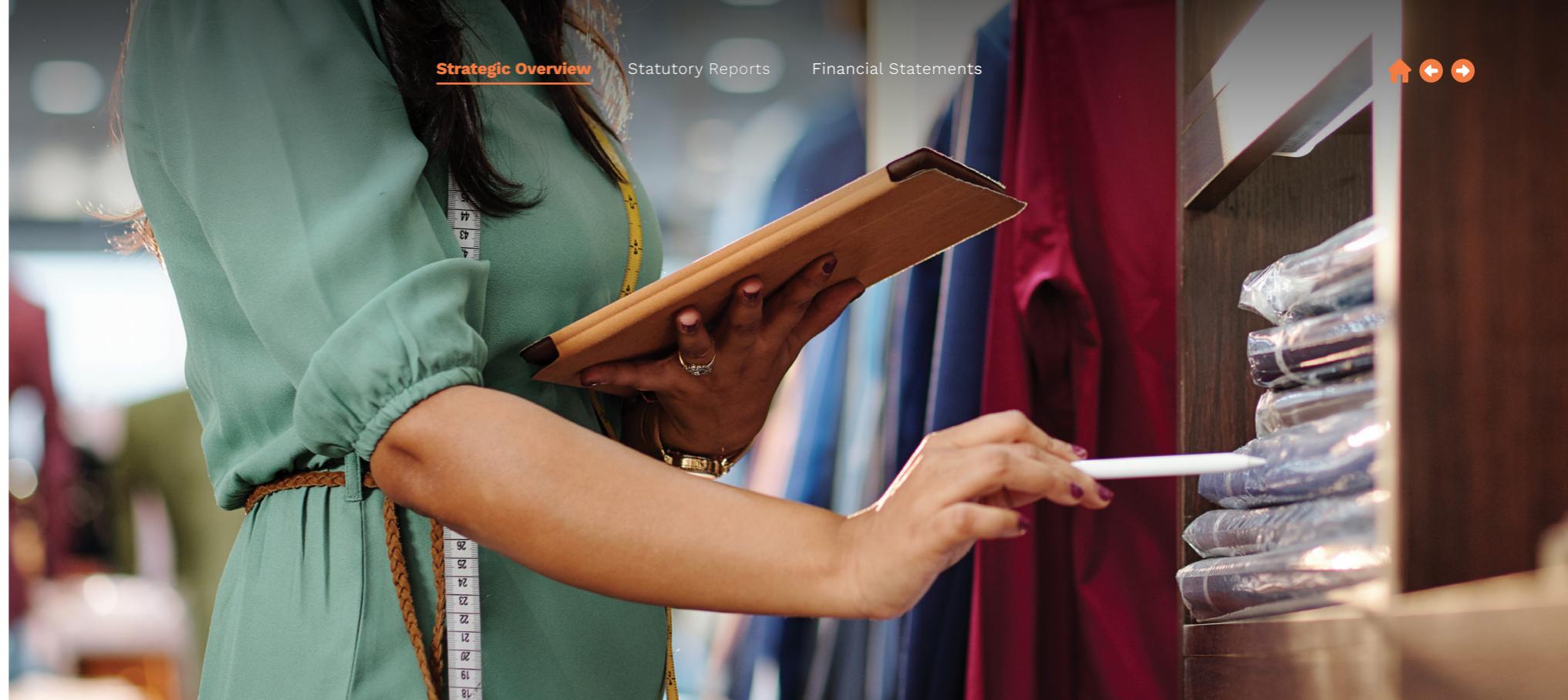
1,325+
SKUs

1,500+
Sales points

OUR JOURNEY

Evolution of crafting personalised dreams

In our journey, we've undergone a gradual metamorphosis, transitioning from importers, licensees, and distributors to an online retail and print-on-demand manufacturing Company, presenting an innovative platform for crafting unparalleled and personalised products.



From importers to innovators	Entering the realm of entertainment	The emergence of personalisation	The birth of cotandcandy.com	Empowering creative spirit	Identifying gaps and transforming perspectives	A platform of possibilities	Pioneering the personalised retail revolution
<ul style="list-style-type: none"> August 2015 marked our genesis, fuelled by a vision to bridge the gap between young Indian consumers and their global sports idols We entered the scene as importers and distributors of esteemed international sports brands, making sports apparel accessible to kids, young adults, and sports enthusiasts 	<ul style="list-style-type: none"> Our trajectory evolved with strategic leaps, acquiring licences from giants like Disney, Marvel, and Peppa Pig This pivotal move widened our distribution reach and provided profound insights into consumer preferences across a diverse landscape 	<ul style="list-style-type: none"> With data-driven insights in hand, a profound realisation surfaced - the future lay in personalised products Our journey swiftly pivoted to accommodate this growing demand for customised offerings 	<ul style="list-style-type: none"> A dedicated e-commerce portal was born, catering to a burgeoning B2C market in kids' apparel We expanded our horizons, embracing kids' fashion, furniture, and home textiles, catering to evolving customer needs 	<ul style="list-style-type: none"> Our portfolio flourished with an array of brands and products under our manufacturing and distribution rights Not content with this, we unveiled the Wigglewink and Gingerbread brands, enriching our offerings with personalisation desires became undeniable, reshaping consumer expectations 	<ul style="list-style-type: none"> Early on, we discerned glaring gaps in the market - the absence of design and aesthetics in sports, leisure, and entertainment products Simultaneously, the surge in personalisation and customisation desires became undeniable, reshaping consumer expectations A revamped business model was imperative to mitigate working capital and inventory needs in this dynamic landscape 	<ul style="list-style-type: none"> Responding to these imperatives, we forged a pioneering platform - an online, on-demand haven for consumers, designers and artists This platform connects these creative minds with a global consumer base, enabling them to share their creations and spark endless possibilities The canvas of personalised and customised products flourishes, bolstered by an ever-expanding library of designs 	<ul style="list-style-type: none"> Our evolutionary journey stands as a testament to our role as pioneers in the personalised retail revolution Beyond mere products, we craft dreams woven with personal touch points, redefining the art of shopping and self-expression

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OUR PRODUCTS

Unique in diversity

Immersed in the art of personalisation, we present a captivating spectrum of products that transcend age barriers. Catering to kids, teenagers, and young adults, our array of offerings bears the mark of licensed brands, encapsulating **a multitude of benefits** that resonate universally.

Endless possibilities: Our product range embodies the essence of customisation, offering an infinite tapestry of designs underpinned by the ever-evolving make-on-demand concept

Endearing memories: Beyond mere products, we craft memories linked to personalisation, etching unique identities and expressions into every creation

Efficient cost: Scaling seamlessly, we embrace cost efficiency, a proposition that cascades into benefits for our cherished consumers

Enormous ease: Simplifying the process, we ensure end-to-end ease of ordering and delivery, all from the comfort of home

Effective speed: Empowered by superior technology, logistics, and infrastructure, we orchestrate a seamlessly fast journey from order to doorstep

Exceptional quality: Ensuring quality is our hallmark, a commitment that resonates through every facet of our offerings

A diverse product ecosystem

Furniture: Beds and cribs, seating and lounging, storage and organisers, playroom furniture, bins and baskets, décor and accessories, and many more

Bedding: Bedding that spans the spectrum from kids to babies, girls and boys collections, among others

Baby and kids: Catering to essentials for babies and kids, fashion for babies and kids, essentials for baby's day out, etcetera

Toys: An array of toys that encapsulates sports ride-ons and outdoors, art and craft, games and puzzles, scooters and ride-ons, dolls and soft toys, role and pretend play, infant and toddler toys, education and construction toys, vehicles and action figures, remote control and next gen toys, among others

Home essentials: Tableware & serveware, kitchenware & essentials, home decor & furnishings, gifting, and much more

Clothes: Women and men's clothing, collections, dresses, tops, bottom wear, t-shirts, jump suits, bodysuits, co-ord sets, shirts, corsets, etcetera

On-demand platform: One-stop solution for your product personalisation with 1,000+ artists and 10,000+ products

Multiple revenue streams

Consumer focus: We operate on a transaction fee model, a percentage of the order value or a fixed fee. This covers direct product sales through our marketplace platform and mobile application

Advertising fees: An additional stream arises through onsite advertising and promotional activities on our marketplace platform

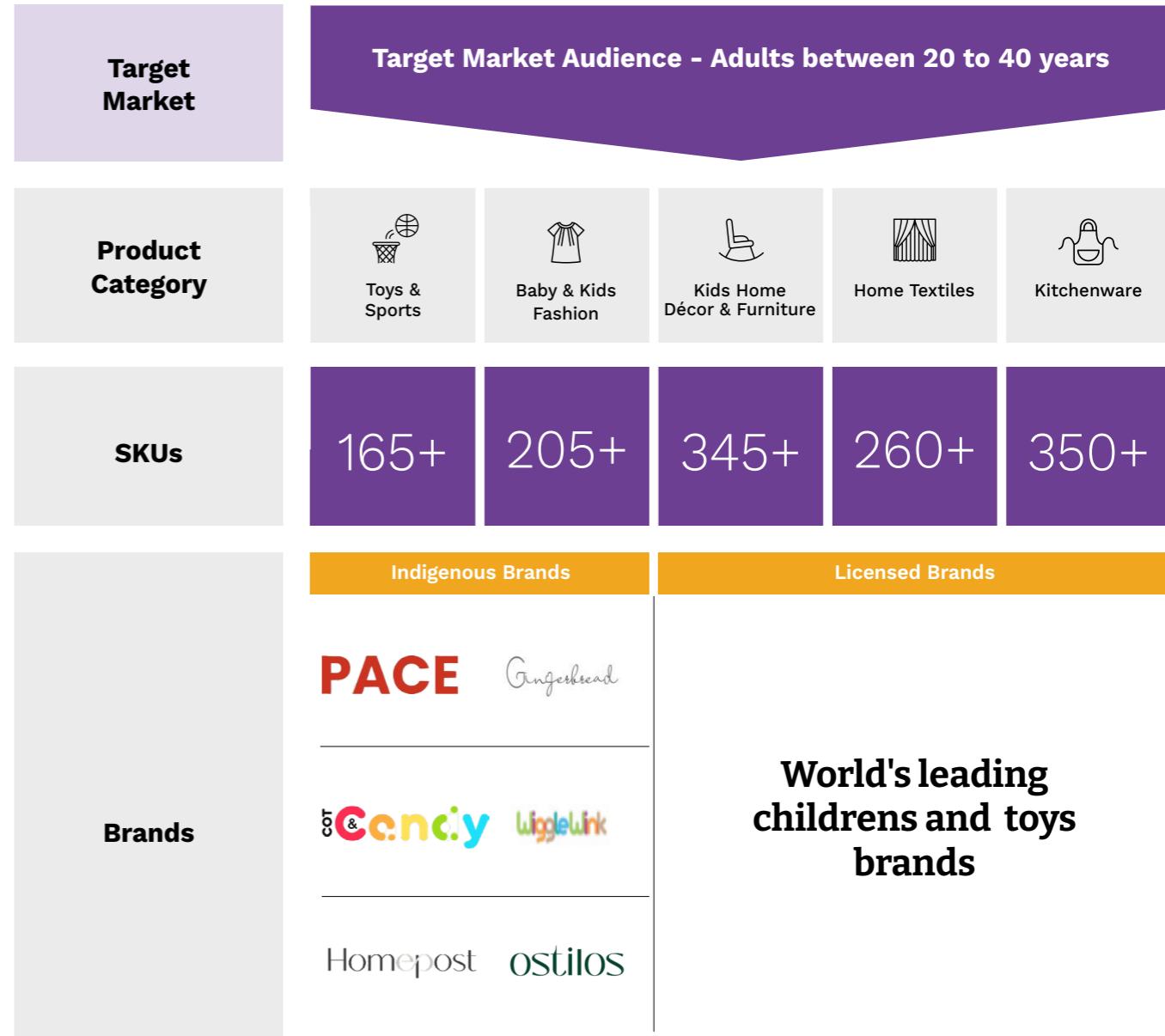
Store collaborations: We facilitate small-sized stores/businesses with listing service and platform fees, extending our solutions for their growth

Subscription plans: Our subscription-based plans provide extended access to various users within these small-sized stores/businesses

Empowering artists/designers: We offer a listing service fee beyond a certain threshold, providing designers the opportunity to interact with a vast customer base

Influencer engagement services: Our platform serves as an engagement hub, enabling designers and influencers to connect with consumers in impactful ways

Current traction



Abundant with possibilities

In every keystroke, our platforms craft retail possibilities where innovation, diversity, and quality converge. Whether online or offline, our reach is extensive and our platforms serve as a dynamic foundation for the retail revolution with a repertoire boasting over 1,325 SKUs and a network encompassing 1,500+ sales points.

Online horizons

6 online platforms: Our online presence thrives across 5 distinct platforms, each fostering unique shopping experiences



www.cotandcandy.com
Status: Live

Wishrows

Status: Launch by Q3FY24

Homepost

www.homepost.in
Status: Live

Zwankee

Status: Launch by Q3FY24

ostilos

www.ostilos.com
Status: Live

Orlapop

Status: In pipeline



Crafting excellence

Offline development:

Our commitment extends offline, where we curate products tailor-made for the distinct needs of stores

Designs into reality:

Armed with our own designs and those entrusted to us, we shepherd creations to fruition, harnessing the expertise of third-party fulfilment partners

On-demand ingenuity

Our made-to-order infrastructure:

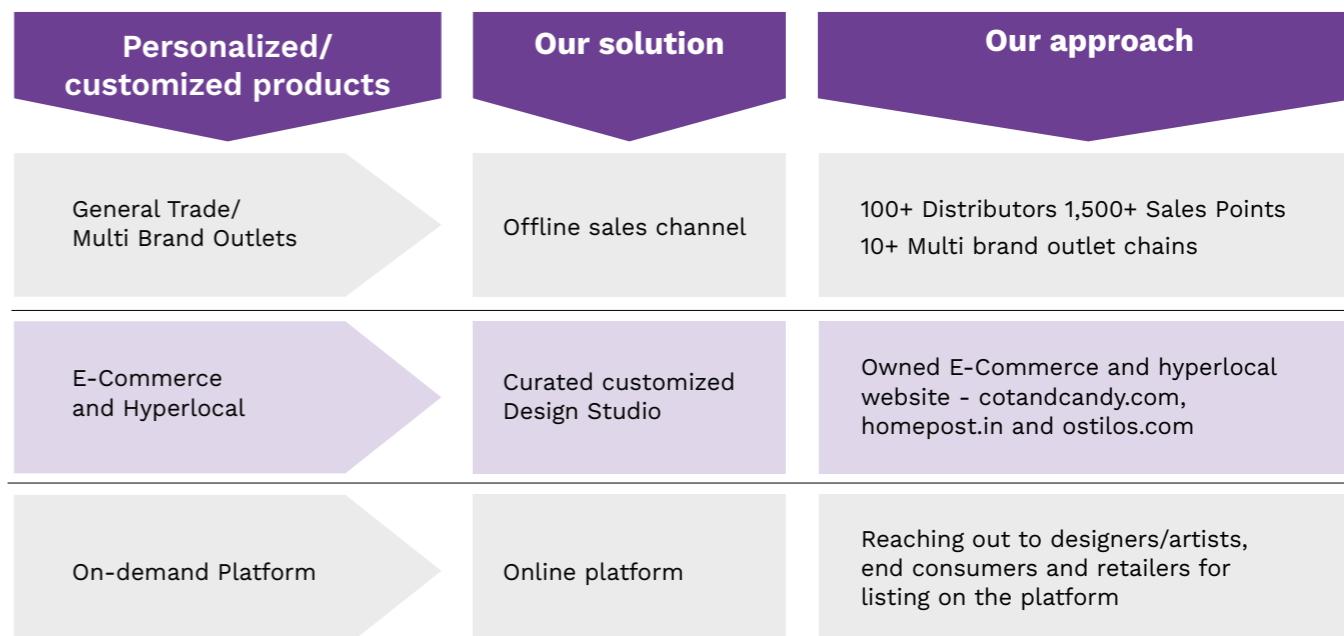
Woven with sustainable and scalable manufacturing processes, and underscored by rigorous QC checks, it includes state-of-the-art Direct to Garment Printers (DTG), Direct to Fabric Printers (DTF), Flatbed UV Printers, Digital Print Press, and Finishing & Supporting Equipment, for high-quality manufacturing and production at scale, for individuals and small businesses alike. We also have our own Superior IT infrastructure to take care of our customers' needs.

Third-party fulfilment partners:

Through them, we have revolutionised print-on-demand for fabrics, garments, photo printing, gifting, home décor, and many others, with digital printing technology.

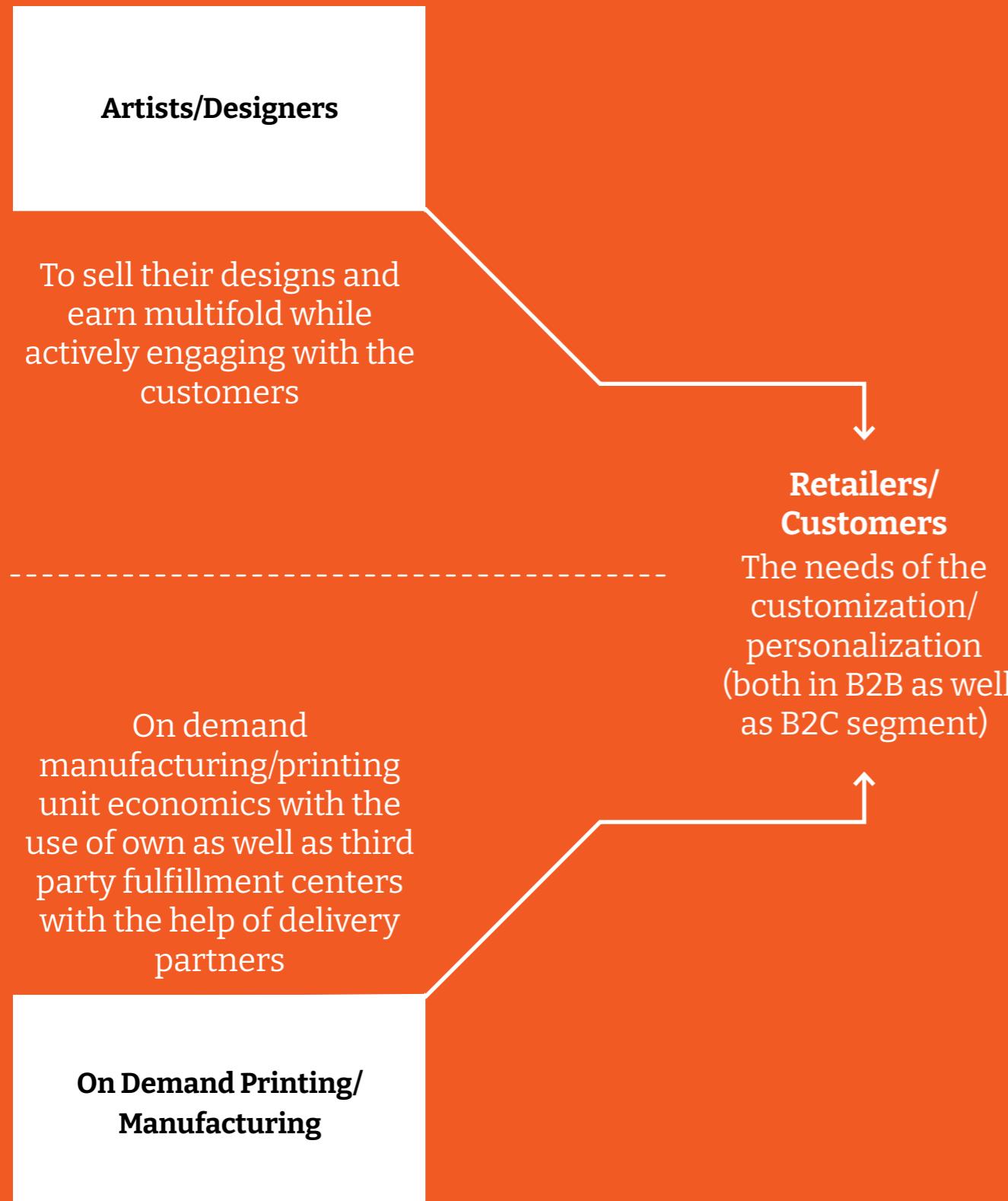
Reaching customers through an omni-channel presence

Expansive product categories	Brand tapestry	Offline marvels
Seamlessly navigating 7+ major product categories, we cater to a broad spectrum of consumer preferences	Our brand tapestry unfurls, embracing 15+ proprietary and licensed, universally-well-known brands	<p>10+ Multi-brand outlet chains: Our offline footprint extends through a constellation of multi-brand outlet chains, connecting with consumers on tangible fronts</p> <p>100+ Distributors: The strength of our network is epitomised by 100+ distributors and 1,500+ sales points who champion our vision on regional grounds</p>

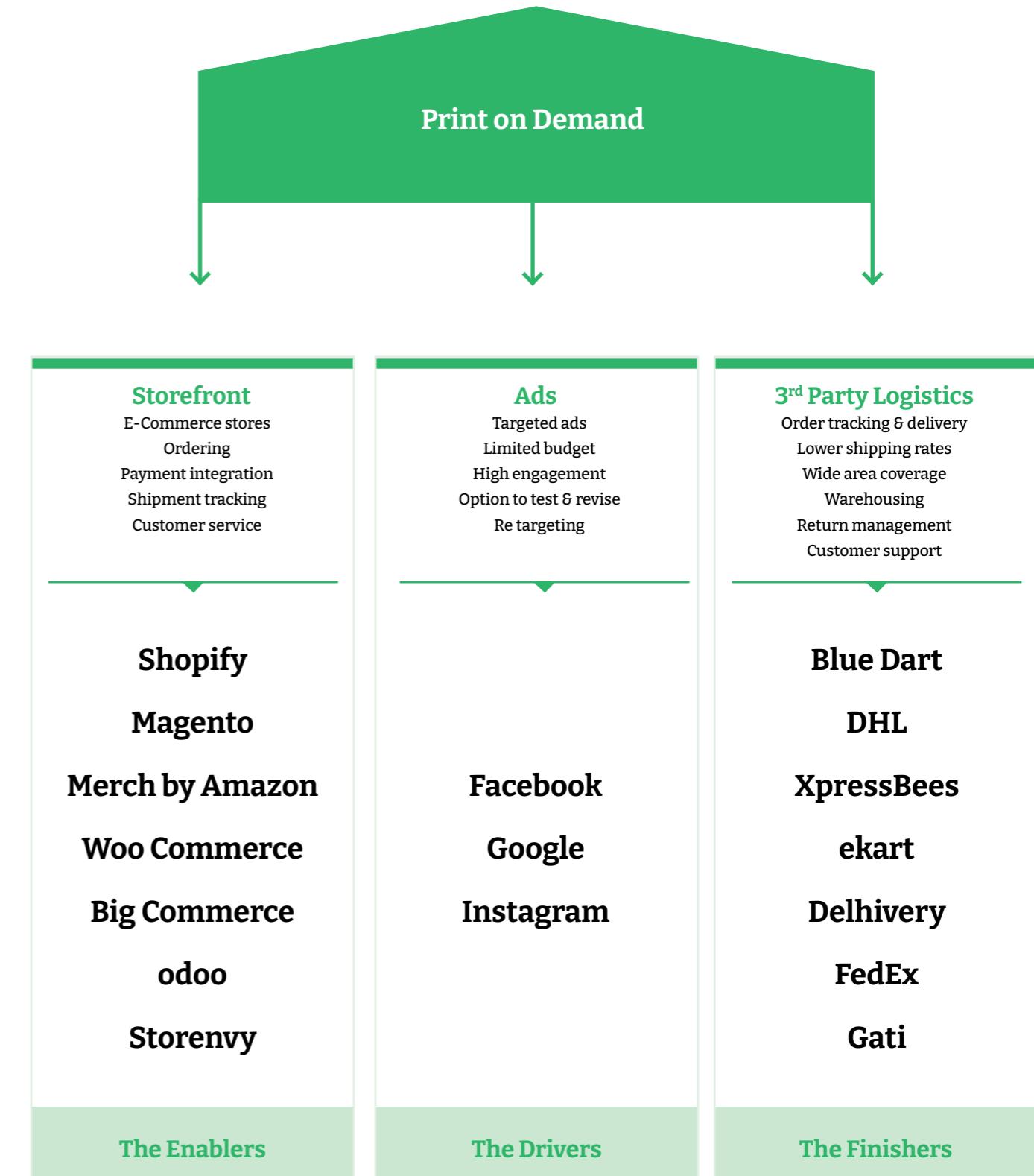


OUR PLATFORMS (Continued)

Wishrows - Our on demand-platform's construct



Wishrows - Our on demand-platform's architecture



In the right place at the right time

With our insights and experiences, we've formulated our strengths that help in our path to forge ahead towards success in the retail landscape. Each strength is a beacon, guiding us towards our vision of pioneering a unique online marketplace that resonates across categories, generations, and creative aspects.



Some of these strengths include:

1. A unique marketplace

- We've ingeniously woven online marketplaces offering niche e-commerce value propositions, the flagship one being Wishrows which bridges the gap between consumers, designers, and artists. Our unique platforms hosts a vast spectrum of personalised print-on-demand products, and 7 broad product categories traversing facets from fabrics to gourmet food
- Offering an extensive assortment of meticulously curated and customised products, we redefine consumer choices, sparking connections through personalisation

2. Tie-ups with renowned brands

- Collaborations with internationally acclaimed companies working in the kids' domain have etched a distinctive identity for our offerings
- Despite challenges posed by Covid-19, agreements remain a focal point, and we are poised to renew the spirit of partnership

3. Founder-led management team

- Our founder-led management exudes industry acumen and a pioneering spirit. With a legacy that dates back to the inception of our business in its present form, our capable team propels us towards innovation and market prowess
- In-house expertise fuels seamless operations, from fostering a user-friendly online portal to designers on attractive terms. Our integrated structure empowers us to diversify over different segments

4. Consumer and merchant insights

- Our deep insights into Indian consumer behaviours and merchant operations empower us to fine-tune personalisation, culminating in products that meet their evolving needs

5. Superior infrastructure capabilities

- Cutting-edge infrastructure is our hallmark, from print-on-demand manufacturing cell dedicated to specific products to automated processes that span order to dispatch
- Top-tier printing technologies converge with rigorous QC, ensuring excellence at every step

6. Easy global onboarding

- Smooth entry for designers and artists is facilitated by comprehensive tech support, from design creation to activation
- Sanctuary for artists worldwide, transforming their artwork into household treasures. We curate, manage, and engage, fostering a unique marketplace for designs

7. Asset light

- Embracing an asset-light approach, we reduce fashion risks and inventory costs through our uniquely positioned business model
- Quick-turnaround, on-demand inventory ensures each product's exclusivity

8. Market conducive for print-on-demand

- Internet penetration, a booming online retail landscape, smartphone-driven e-commerce, rising disposable income, and the demand for customisation fuel our growth
- Changing consumer preferences, technological advances, and the desire for personalisation drive our evolution

9. Others

- Everything on a single platform, while being affordable
- More customisation option in fit, performance, and aesthetic design
- More young professionals living away from home and wanting to own personalised items to get the home feeling
- Increasing purchasing power parity leading to improved lifestyles and more spending on creative interior decoration objects

Creating the future of platforms

Our business strategy

1. Building an online platform to design personalised products

From our initial steps, we recognised a glaring absence of design and aesthetics in India's sports, leisure, and entertainment product landscape. The concept of personalisation and customisation emerged as a rapid upsurge, reshaping consumer preferences. This signalled the need for an evolved business model to mitigate working capital and inventory risks. A transformative online platform and marketplace, uniting designers and artists worldwide. Through this unified haven, we offer an ever-expanding array of products and designs, ushering in endless potential for personalised and customised creations.

2. Establishing an unique ecosystem to execute

To bolster our journey, we established cotandcandy.com, an e-commerce portal for the kids' merchandise domain. Although customer and merchant response has been exhilarating, we presently collaborate with third-party manufacturers for product fulfilment. A visionary leap awaits, as we set out to establish our advanced print-on-demand manufacturing facility, streamlining design and production under one roof.

3. Nurturing our community of consumers and merchants

Our pursuit entails nurturing our consumer and merchant community, steering towards becoming India's premier online platform for personalised products across multiple product categories. Guided by our mission, we cater to diverse needs with value-added offerings. With an already substantial user base, we envision expansion to fill gaps in product and service penetration. Strengthening engagement and retention, we continuously enhance their experiences, enriching our ecosystem.

Our outreach strategy

1. Fuelling growth through artists

Our strategy takes root in artist activation and engagement, vital for cultivating a library of unique content that resonates with our audience's creative sensibilities.

2. Refining acquisitions and transactions

Optimising user acquisition and transaction flows is a perpetual endeavour, enhancing overall user value and enriching the journey.

3. Understanding our customers, building loyalty and brand

Immersing in the realm of customer behaviour, we strive to craft compelling experiences that forge deeper connections and enduring loyalty.

4. Expanding range and capacity

Augmenting our product range sourced from third-party fulfilment networks strengthens user acquisition and customer allegiance.



Offline marketing channels

- Catalogues and direct mailing campaigns
- Pop-up shops
- Trade show participation

Online marketing channels

- Use visuals that help customers see themselves in the product
- Craft videos that make our brand stand out
- Be active in groups and communities
- Encourage user-generated content
- Boost sales with email marketing
- Join forces with micro-influencers

Steering progress. Shaping success.



Harshal Gala

Director



Harshal Chandarkant Gala is a non-executive Director of the Company. Armed with an M.Com. degree from the University of Mumbai, he started his journey in the family food retailing business, mastering marketing and customer relationships. In 2014, he ventured into Pune and partnered with Naila Motors, a specialised retailer of Superbike Merchandise.

With his enterprising spirit, he launched his own Superbike Merchandise and spares business, achieving remarkable success.

Shaival Gandhi

Founder & Managing Director

Shaival Gandhi is the visionary behind the Company. With a master's degree in International Securities, Investment & Banking from the University of Reading, UK, and a B.Sc. in Information Technology, he brings a comprehensive understanding of both finance and technology. His journey includes over five years of strategic roles with renowned Investment Banks like Markit and Deutsche Bank in London, UK.

An accomplished entrepreneur, he has led diverse ventures in sectors spanning Investment Banking, Food & Beverages, and Real Estate. His fervour for consumer products and the E-Commerce Industry, particularly Print-On-Demand Products, is deeply rooted in his invaluable hands-on experience.

Mihir Sojitra

Independent Director

As an associate member of the Institute of Company Secretaries of India, Mihir Sojitra boasts a rich 5-year experience in Corporate Law, Intellectual Property Rights, Import and Export, Finance, and Funding.

His expertise also extends to the NBFC sector, where he has gained invaluable insights into legal, accounting, and operational aspects. His portfolio features collaborations with various companies to ensure seamless compliance.

Hiral Vaghasiya

Independent Director

An associate member of the Institute of Chartered Accountants of India, Hiral Rasikbhai Vaghasiya holds a strong foundation in Accounting, Finance, Audit, Taxation, and GST.

Her 5-year journey has enabled her to navigate the intricacies of financial landscapes, ensuring meticulous adherence to compliance standards.

Management Discussion and Analysis



Global economy

In the midst of a myriad of challenges, the global economic landscape finds itself once again shrouded in uncertainty. The financial sector turbulence, persistent spikes in inflation, the enduring aftermath of Russia's incursion into Ukraine, disruptions in supply chains, and the prolonged ramifications of the Covid-19 pandemic collectively contributed to an atmosphere of doubt over the past three years.

The path to global economic revival in the forthcoming years is anticipated to be strewn with difficulties. The primary projection foresees a gradual deceleration, where growth is forecasted to taper from 3.4 percent in 2022 to 2.8 percent in 2023, before ultimately stabilising at 3.0 percent in 2024. Nonetheless, a divergent scenario, marked by intensified financial sector strains, could precipitate a sharp drop in global growth, hovering around 2.5 percent in 2023. The pivotal role of the natural interest rate in shaping monetary and fiscal strategies is undeniable, and the escalation of geopolitical tensions looms as a potential harbinger of dire consequences.

Amidst the backdrop of moderating growth rates, apprehensions regarding inflation, uncertainties encompassing debt sustainability, and the intricate interplay of global politics, the outlook remains cautious.

Source: International Monetary Fund - World Economic Outlook

Indian economy

Amidst the prevailing global uncertainties, India's economy continues to demonstrate remarkable resilience. As per the Economic Survey of 2022-23, the nation is on the verge of attaining a baseline GDP growth of 6.5 percent in real terms for FY24. The economy is projected to sustain an impressive growth rate of 7 percent (in real terms) for the year concluding in March 2023, building upon the momentum of an exceptional 8.7 percent expansion in FY22.

A noteworthy testament to the nation's economic vigour is the robustness of private consumption, contributing to 58.4 percent of GDP in Q2 of FY23 - marking the highest level recorded for all second quarters since 2013-14. India's export growth has equally surged in FY22 and the initial half of FY23, propelling production processes into a mode of steady progress from a modest acceleration. However, amidst these promising developments, concerns arise as headline inflation is projected to stand at 6.8 percent in FY23, surpassing the RBI's target range.

Looking forward, the World Trade Organisation's global trade projection foresees a reduced growth of 1.0 percent in 2023, signalling potential challenges on the horizon. Nevertheless, India's economy remains vibrant, adaptable, and strategically poised to navigate the intricacies of the global economic landscape.

Source: Government of India - Economic Survey

Indian e-commerce industry

E-commerce has revolutionised the way business is conducted in India. The B2C e-commerce market in the country is set to expand by 10.75% annually, reaching a notable US\$ 107.3 billion in 2023. The promising narrative of the B2C e-commerce sector's medium to long-term growth in India is indeed appealing.

Anticipated to steadily progress during the forecast period, the B2C e-commerce realm is projected to witness a CAGR of 8.68% from 2023 to 2027. The Gross Merchandise Value of B2C e-commerce in India is predicted to surge from US\$ 96.9 billion in 2022 to a substantial US\$ 149.7 billion by 2027.

The B2C e-commerce domain is on a trajectory of rapid expansion across India in the next five years. In the backdrop of escalating digitalisation, which has facilitated the entry of millions of new consumers into online sales channels for their everyday needs, competition among participants has intensified, encompassing customer acquisition and market share.

To harness the burgeoning B2C e-commerce landscape in India, numerous newcomers in the sector embraced the social commerce business model to amplify sales and enhance brand recognition among consumers. Now, these enterprises are shifting their focus towards direct sales as market competition grows more intense.

The government is gearing up to launch an innovative platform that is set to further accelerate the growth of India's B2C e-commerce industry. The Open Network for Digital Commerce (ONDC), established by the Indian Commerce Ministry as a non-profit organisation, has initiated trials in 85 cities nationwide and is scheduled for full-scale deployment in 2023. This interoperable network will enable consumers using one app, such as the digital wallet Paytm, to locate and order products from sellers registered on other platforms, like Amazon, and have them dispatched by delivery service providers like Dunzo, which offers swift deliveries at competitive rates.

This innovative service is expected to provide a further impetus to the e-commerce market in India, which has been on a robust growth trajectory over the past three to four years due to the escalating digitalisation across the country. Young demography, increasing internet and smartphone penetration, and relatively better economic performance are some key drivers of this sector.

Source: Business Wire

Print on demand industry

In the ever-evolving landscape of commerce, the concept of mass customization has emerged as a powerful business model. Rather than being a standalone market, mass customization represents a dynamic approach that can be applied across diverse global markets. This strategy caters to an array of stakeholders, ranging from individual consumers and graphic designers to resellers, printers, teams, associations, and even families. As communication and printing technologies transitioned into the digital realm, the commercial printing sector underwent a transformation, marked by increased accessibility and new business models.

One significant facet of this shift is the rise of Print on Demand (PoD), a method that has swiftly become the preferred choice for both emerging and established e-commerce ventures. This approach leverages lower per-unit costs and eliminates minimum quantity requirements, fostering a landscape where personalization meets efficiency.

The global Print on Demand market attained a valuation of US\$ 4.9 billion in 2021, and it is poised for remarkable growth with a projected CAGR of 26.1% from 2022 to 2030. The driving forces behind this expansion include the widespread adoption of the internet and smartphones, as well as the upward trajectory of disposable income. These factors collectively contribute to the surge in demand for personalised products, propelling the Print on Demand market forward.

Within the product segment, apparel takes centre stage, capturing ~40% of the global Print on Demand market in 2021. The projected CAGR of ~26% signifies the allure of personalised fashion and unique products, coupled with the penetration of e-tailing within the fashion space.

The North American region, with the United States at its forefront, reigns as a prominent Print on Demand market. This supremacy stems from the concentration of PoD companies in the US, which dominate in market share.

Indian print on demand industry

Transitioning to the Indian Print on Demand market, a compelling narrative unfolds. The personalised products industry in India is poised to reach several billion dollars, riding on the anticipated worth of \$1.7 billion in 2020. A robust foundation is laid by India's burgeoning middle class, projected to comprise 540 million individuals by 2025, coupled with the country's burgeoning online retail market, expected to hit \$39 billion.

India's vast population provides fertile ground for the Print on Demand sector, with over 1.4 billion population. As discretionary income continues to climb, consumers display a heightened interest in customised and specialised goods, breathing life into the PoD industry.

However, challenges persist. Logistics, transportation, storage, warehousing, and inconsistent internet access act as constraints to the sector's expansion. India's diverse topography makes building efficient transportation networks a complex endeavour, impacting order fulfilment and shipping costs. Storage space limitations and inadequate warehousing infrastructure impede scalability, while disparities in internet availability affect workflow efficiency.

E-commerce platforms emerge as game-changers for Print on Demand enterprises, enabling wider reach, digital marketing, and streamlined order management. As smartphones and internet connectivity continue to proliferate, PoD businesses tap into the demand for personalised products with greater agility.

In conclusion, the Print on Demand landscape symbolises a seismic shift in personalised product business models. Mass customization, buoyed by digital technologies and changing consumer behaviours, presents a paradigm where individuality



MD&A (Continued)

and efficiency converge, shaping the future of commerce. The industry's journey encompasses challenges and triumphs, underscoring its remarkable potential within the global market.

Source: Stratis Research, GVR Print on Demand Market Analysis

Company overview

Established in 2015, Pace E-Commerce Ventures Limited stands as an emerging player in the realm of online retail and print-on-demand manufacturing. Our distinct forte lies in providing platforms that champion niche e-commerce, personalisation and uniqueness, redefining the norms of customisation and creative expression. Our forward-thinking approach is reshaping the very foundations of this domain, giving rise to an unparalleled online marketplace that seamlessly connects consumers, retailers, creators, and artists, offering a diverse range of solutions and products.

Pioneering India's exceptional on-demand platform, we amass an array of offerings within a unified and central space. We prioritise efficiency through economies of scale by leveraging our on-demand manufacturing and printing capabilities. Committed to catering to personalisation needs, we empower retailers and customers with the freedom to customise across a wide spectrum of product categories. We proudly advocate inclusivity by providing a platform that empowers artists, designers, and creators within the unorganised sector, enabling them to unlock substantial earnings through our innovative marketplace model.

FY23 financial performance discussion

Revenue from Operations for the year stood at ₹2,837.16 Lakhs, as compared to ₹1,049.58 Lakh in FY22, registering a growth of 70% year on year. Profit Before Interest and Depreciation stood at ₹119.47 Lakhs, as compared to ₹92.51 Lakh in FY22, registering a growth of 29% as compared to the previous year. Net Profit after Tax for the year stood at ₹62.25 Lakh as compared to ₹54.12 Lakh in FY22, thus registering a growth of 15% year on year.

Key financial ratios

Ratio Name	FY23	FY22	% of Variance	Remarks for variance more than 25%
Current Ratio (In times)	7.74	2.40	223.14	This indicates that Company is able to meet its short term obligations.
Debt Service Coverage Ratio (In times)	0.00	0.00	167.21	This indicates that Company is capable to taking more debts.
Inventory Turnover Ratio (In times)	18.25	5.47	233.37	This indicates that Company selling good quickly and there is considerable demand for their products.
Trade Payable Turnover Ratio (In times)	51.46	4.87	955.64	This indicate that the Company has plenty of cash available to pay off its short-term debt in a timely manner.
Net Profit Ratio (In %)	2.19	5.13	-57.31	This indicate that Company is more efficient at converting sales into actual profit.
Debt-Equity Ratio (In times)	4.58	5.34	-14.24	This indicates that Company implying greater financial risk. At the same time leverage is an important tool that Company use to grow, and many business find suitable uses for debt.
Return on Equity ratio (In %)	0.88	0.77	15.03	This indicates that a higher portions of the assets are financed using shareholders equity rather than borrowing money.
Trade Receivable Turnover Ratio	3.35	3.73	-10.20	This indicates that higher portions of customers who are making their payments quickly.
Net Capital Turnover Ratio (In times)	1.56	1.11	40.87	This indicates that Company is able to generate higher amount of sales.
Return on Capital Employed Ratio (In %)	1.88	3.59	-47.72	This indicates that Company is efficient to use of capital.
Return on Investment (In %)	N.A.	N.A.	N.A.	N.A.

Human resources and industrial relations

We recognise that our people are our most valuable asset, and fostering a conducive work environment is integral to our success. Our HR policies are designed to attract, develop, and retain top-tier talent. We prioritise equal opportunity and diversity, ensuring that our workforce reflects the vibrant and diverse communities we serve. We uphold fair employment practices, nurturing an inclusive workplace where employees can thrive and contribute their unique perspectives.

We offer a range of initiatives to support physical, mental, and emotional health, fostering a holistic sense of wellness. Additionally, we provide learning and development opportunities that empower our employees to continually upgrade their skills and stay aligned with the dynamic demands of the industry. We maintain open channels of communication between management and employees, upholding the principles of transparency, fairness, and mutual respect. Our aim is to create an environment where collaboration and cooperation thrive, ensuring that the interests of all stakeholders are taken into consideration.

We believe that a harmonious and engaged workforce is integral to our sustained growth. Through robust HR practices and a commitment to positive industrial relations, we are building a team that drives our vision forward and makes Pace E-Commerce Ventures Limited a preferred workplace in the industry.

Internal control systems and their adequacy

At Pace E-Commerce Ventures Limited, a strong emphasis is placed on maintaining a robust internal monitoring and control system. This system is meticulously designed to ensure operational efficiency, safeguard company assets, and authorise financial transactions.

Pace has implemented a comprehensive 'Budgetary Control' system that facilitates continuous monitoring of actual performance against financial plans. This proactive approach enables the management to ensure strict adherence to financial targets. The Company's organisational structure, along with a well-defined authority matrix and internal regulations, collectively contribute to enhancing the overall efficiency of the internal control system.

Our internal auditors play a crucial role in evaluating the adequacy and effectiveness of internal control measures. Their assessment ensures strict adherence to accounting principles and statutory requirements. The outcomes of these internal audit reports undergo thorough review by senior management and the Audit Committee of the Board. In line with their recommendations, appropriate compliance measures are implemented to reinforce the internal control framework.

This diligent approach ensures the accuracy of financial and other records. It also guarantees the preparation of dependable financial statements and precise asset records. By maintaining such a robust internal control system, we uphold the highest standards of financial integrity and accountability at Pace E-Commerce Ventures Limited.

Cautionary statement

In the course of our discussion regarding our business, it is important to draw attention to the fact that certain statements within this communication encompass forward-looking information, which entails potential risks and uncertainties. It should be noted that actual results, performances, or achievements may deviate substantially from what is expressed or implied within these statements. Various elements, including changes in Government regulations and tax frameworks, policies of online payment gateways, brand collaborations and agreements, economic developments both in India and globally, etc., can contribute to such disparities.

We wish to emphasise that we do not undertake any obligation to publicly update or revise these forward-looking statements, irrespective of any subsequent information, future events, or additional factors that may arise. It is therefore imperative for readers not to overly rely on these forward-looking statements, as they reflect the perspectives of Pace exclusively as of their respective dates.

Strengths

- Pioneering personalised e-retailing
- Flexibility and agility of the business model
- Minimised inventory risk and capital needs

Weakness

- Hyper-competitive e-commerce space
- Outsourced functions of the value chain may create dependence on respective vendors
- Usability of personalized product is limited

Opportunities

- Countless permutations and combinations for product customisation
- More young professionals living away from home and wanting to own personalized items to customization in fit, performance, and aesthetic design

Threats

- Macroeconomic risks including geopolitical and industry events
- Operational risks including ever-changing tastes
- Tech and cyber risks including data security, privacy, cyber security breaches

Corporate Information

BOARD OF DIRECTORS

Mr. Shaival Dharmendra Gandhi	Managing Director
Mr. Harshal Chandrakant Gala	Non-Executive Director
Ms. Hiral Rasikbhai Vaghasiya	Independent Director
Mr. Mihirkumar Atulbhai Sojitra	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Nikita Pediwal

CHIEF FINANCIAL OFFICER

Mr. Shaival Dharmendra Gandhi

STATUTORY AUDITOR

M/s. Bharat Parikh & Associates, Chartered Accountants

SECRETARIAL AUDITOR

Mr. Dipesh Anupkumar Mistry, Practicing Company Secretary

BANKERS

HDFC BANK LIMITED

REGISTERED OFFICE

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

CORPORATE OFFICE

423, Block-C, 1/1, Sumel-11, Indian Textile Plaza, Shahibaug,
Ahmedabad, Gujarat-380004, India.

E-MAIL FOR INVESTOR GRIEVANCE

compliance@pacesports.in

REGISTRAR AND TRANSFER AGENT (RTA)

Bigshare Services Private Limited

LISTING OF SHARE

Stock Exchange	:	BSE LIMITED
Scrip Code	:	543637
Scrip Name	:	PACE
ISIN	:	INE0N1L01018
CIN	:	U51909PN2015PLC156068



Notice

NOTICE IS HEREBY GIVEN THAT 8TH ANNUAL GENERAL MEETING OF THE PACE E-COMMERCE VENTURES LIMITED (FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED) (PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED) HELD AT 03:00 P.M. Indian Standard Time (IST), ON FRIDAY, 29TH OF SEPTEMBER, 2023; THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

To consider and, if thought fit to pass with or without modification the following resolution as a Ordinary Resolution:

1. To receive, consider and adopt the Standalone Financial Statements including Audited Balance Sheet of the Company as at March 31, 2023 and statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2023 together with Board of Directors' and Auditors' Report thereon.
2. Resolution for Re-Appointment of Director Retiring by Rotation; and being eligible offers herself for re-appointment.
3. To consider and approve appointment of Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s) the following resolution as ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit & Auditors) Rules 2014, (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s Bharat Parikh & Associates, Chartered Accountants (Firm Registration No. 101241W), be and are hereby appointed as Statutory Auditors of the Company to hold office for the term of five years, from the conclusion of 8th Annual General Meeting till the conclusion of 13th Annual General Meeting of the Company to be held in 2028 at such remuneration to be decided by Board in consultation with the said Auditors and based on the recommendation of the Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

For And On Behalf Of
PACE E-COMMERCE VENTURES LIMITED
(FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED)
(PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED)

sd/-

Mr. Shaival Dharmendra Gandhi
Managing Director
DIN: 02883899

Date: September 05, 2023

Place: Pune

Registered Office: Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra - 411045, India

Important Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2022-2023 has been uploaded on the website of the Company at www.cotandcandy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
7. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants/the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices/documents/annual Reports electronically to their e-mail address.
8. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this AGM is annexed.
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue-Voting on the date of the AGM will be provided by NSDL.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
13. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.



14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-Voting period begins on Tuesday, September 26, 2023 at 09:00 A.M. and ends on Thursday, September 28, 2023 at 05:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2023, may cast their vote

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

**Manner of holding shares i.e. Demat Your User ID is:
(NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 125214 then user ID is 125214001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail

to csdamistry@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download Section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@pacesports.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@pacesports.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@pacesports.in. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DPID and Client ID/folio number, PAN and mobile number to compliance@pacesports.in between Wednesday, September 06, 2023 (9:00 a.m. IST) to Saturday, September 23, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**OTHER INSTRUCTIONS:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote evoting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cotandcandy.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company's hall simultaneously forward the results to and BSE Limited, where the shares of the Company are listed.

For And On Behalf Of
PACE E-COMMERCE VENTURES LIMITED
(FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED)
(PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED)

sd/-

Mr. Shaival Dharmendra Gandhi
Managing Director
DIN: 02883899

Date: September 05, 2023

Place: Pune

Registered Office: Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra - 411045, India.

Annexure to the Notice

INFORMATION AS REQUIRED UNDER SEBI LODR REGULATIONS

Item No:2

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

Name of Director	HARSHAL CHANDRAKANT GALA
Date of Birth	19/12/1986
Date of Appointment	June 25, 2022
Educational Qualification	Master of Commerce from University of Mumbai
Expertise in specific functional areas - Job profile and suitability	Business Development and Marketing
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	NA
Shareholding in the Company	NA
Inter-se Relationship with other Directors	NA

Item No:3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act. The Members at the 04th EGM held on August 28, 2022 of the Company had appointed M/s Bharat Parikh & Associates (FRN: 101241W), Chartered Accountants as the Statutory Auditors of the Company in case of casual vacancy due to the resignation of the previous Auditor to hold office till ensuing AGM to be held in year 2023.

The Board of Directors places on record its appreciation for the services rendered by M/s Bharat Parikh & Associates as the statutory Auditor of the Company.

The Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s Bharat Parikh & Associates (FRN: 101241W), Chartered Accountant as statutory auditor for a term of five years from the conclusion of 08th AGM till the conclusion of 13th AGM to be held in calendar year 2028 subject to approval of members at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Bharat Parikh & Associates, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) since 1986, with Firm Registration Number 101241W. The Firm is peer reviewed firm and has obtained Peer Review certificate from ICAI. The firm specializes in Audit & Assurance, Taxation Services, Management Consulting Services, Secretarial Services, Information Systems Audits, Specialised Audits, Corporate Law matter and other legal and professional services to it's clients. The firm has head office at 509, Shri Ram Chambers, R.C.Dutt Road, Alkapuri, Vadodara-390007, Gujarat India.

M/s. Bharat Parikh & Associates have confirmed that their appointment for the first term of Five (5) years if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified

to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Based on various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. the board has recommended the appointment of M/s. Bharat Parikh & Associates as the Statutory Auditors of the Company.

The retiring auditors were paid audit fees of ₹ Two Lacs (except certification and limited review fee) plus applicable taxes. The fees proposed to be paid to M/s Bharat Parikh & Associates will be mutually agreed basis the efforts involved and shall not exceed 15% of the audit fee paid for the previous auditors. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of reappointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.



Director's Report

TO,
 THE MEMBERS,
PACE E-COMMERCE VENTURES LIMITED,
 (FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED),
 (PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED),
 ANUGRAH BUNGLOW, STREET4, PALLOD FARMS II,
 SHAMBHU VIHAR SOCIETY, NANKUDE VASTI, AUNDH,
 PUNE, MAHARASHTRA- 411045, INDIA.

Your Directors having pleasure in presenting the 8th Audited Financial Statement for the year ended at March 31, 2023 and profit & loss account for the same along with Auditor's report and Director's Report.

(1) THE WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED:

The Company is having its website in the name of www.cotandcandy.com, and it will publish its annual return pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 to its website.

(2) STATE OF COMPANY'S AFFAIRS:

During the year under review:

- The Company has earned Total revenue of ₹ 2,840.34/- Lacs in the financial year 2022-23.
- Company incurred total Expense of ₹ 2,764.30/- Lacs during the financial year ended as on March 31, 2023.

- There has been no change in the business of the Company during the financial year ended March 31, 2023.
- Your Directors are continuously looking for Revenues for future growth of the Company and will make efforts for the improved results.

(3) TRANSFER TO RESERVES:

The Accounting Standards permit that the amounts in the Profit after tax stands are included in the Reserve & Surplus Schedule. The Company has shown the amount of Securities Premium of ₹ 4,799.34/- Lacs under reserves and surplus.

(4) DIVIDEND:

The Board of Directors of your Company have not recommended any dividend for the Financial year ended on March 31, 2023 as profit of the Company used for the growth of the Company.

(5) TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since, there were no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2015 do not apply.

(6) DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

The board of Directors is duly constituted with below mentioned Directors during the year:

Sr. No.	Name of Director/KMPs	Designation
1	SHAIVAL DHARMENDRA GANDHI	Managing Director
2	ANGEE RAJENDRAKUMAR SHAH#	Director
3	HIRAL RASIKBHAI VAGHASIYA*	Independent Director
4	HARSHAL CHANDRAKANT GALA*	Non-Executive Director
5	MIHIRKUMAR ATULBHAI SOJITRA**	Independent Director
6	SHAIVAL DHARMENDRA GANDHI##	Chief Financial Officer
7	NIKITA PEDIWAL	Company Secretary

* Ms. Hiral Rasikbhai Vaghasiya appointed as Independent Director and Mr. Harshal Chandrakant Gala appointed as Non-Executive Director on June 25, 2022 respectively.

The category of Mr. Harshal Chandrakant Gala has been changed from Promoter to Professional on August 20, 2022.

Ms. Angee Rajendrakumar Shah has been resigned on August 08, 2022.

Mr. Shaival Dharmendra Gandhi appointed as Chief Financial Officer on August 09, 2022.

** Mr. Mihirkumar Atulbhai Sojitra appointed as Independent Director on August 19, 2022.

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(7) NUMBER OF MEETINGS OF THE BOARD:

The Company has convened 18 Board Meetings during the financial year 2022-23 of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act.

Board Meetings held during the year:

Date on which the Board Meeting held	Total Strength of the Board	No of Directors present
13/05/2022	2	2
19/05/2022	2	2
06/06/2022	2	2
23/06/2022	2	2
25/06/2022	4	3
29/06/2022	4	3
08/07/2022	4	4
26/07/2022	4	3
09/08/2022	4	3
20/08/2022	4	3
08/09/2022	4	2
09/09/2022	4	3
22/09/2022	4	2
26/09/2022	4	3
18/10/2022	4	2
14/11/2022	4	2
21/01/2023	4	2
02/03/2023	4	3

Attendance of Directors at Board Meetings and Annual General Meeting:

Name of Director	Category of Director	Attendance	
		Board	Last AGM
SHAIVAL DHARMENDRA GANDHI	Managing Director	18	YES
ANGEE RAJENDRAKUMAR SHAH	Director	9	No
HIRAL RASIKBHAI VAGHASIYA	Independent Director	3	YES
HARSHAL CHANDRAKANT GALA	Non-Executive Director	12	YES
MIHIRKUMAR ATULBHAI SOJITRA	Independent Director	4	YES

Ms. Angee Rajendrakumar Shah has been resigned on August 08, 2022.

(8) DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the financial year ended **March 31, 2023**, the applicable Accounting Standards have been followed along with proper explanation to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company, for that period.



3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts on a going concern basis.
5. Board of Directors are also responsible for overseeing Company's financial reporting process.
6. The Directors have devised proper system to ensure compliance with the provisions of all the applicable laws and that such system were adequate and operating effectively.
7. Company has complained with all the secretarial Standards applicable to it.

(9) BOARD EVALUTION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 The Board evaluated the effectiveness of its functioning and that of the Committees and of individual Directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc.

Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

(10) DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITOR:

The Auditor of the Company has not reported any Frauds under Section 143(12) i.e. frauds those reportable to the Central Government with respect to the Books of Accounts and Vouchers of the Company in his Audit Report or Audit Committee.

(11) A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

Pursuant to Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Companies Act, 2013 and have submitted their respective declarations as required under Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(12) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Pursuant to Section 186 of the Companies Act, 2013 and the listing regulations relating to Loans, Guarantees and Investments are provided as part of the Financial Statements in Note No. 10, 11, 15 and 31.

(13) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:

During the financial year, Company has engaged in the transactions which define as related party transaction pursuant to clause (h) of sub-section (3) of Section 134 of companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 and is mentioned in Form AOC-2, attached herewith.

However, there are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

(14) MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements related and the date of this report.

(15) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. Conservation of Energy

- (i) The steps taken or impact on conservation of energy - NA;
- (ii) The steps taken by the Company for utilising alternate sources of energy - NA;
- (iii) The capital investment on energy conservation equipments - NA;

Companies operations are not energy intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve energy.

B. Technology Absorption

- (i) the efforts made towards technology absorption - NA;
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution - NA;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - NA
 - a) the details of technology imported - NA;
 - b) the year of import - NA;
 - c) whether the technology been fully absorbed - NA;
 - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - NA;

- (iv) The expenditure incurred on Research and Development- NA.

Operations of the Company do not involve any kind of Special technology and there was no expenditure on

research and development during this financial year. However your Company continues to upgrade its technology (Computer Technology and Telecom infrastructure) in ensuring it is connected with its clients across the globe.

(16) RISK MANAGEMENT POLICY:

The board of Directors has taken steps to ensure the risk factor of the business and also considered best possible way to dealt into, if any.

(17) CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

Additional Other Matters

(1) FOREIGN EXCHANGE EARNINGS AND OUTGO: (The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.)

(2) THE FINANCIAL SUMMARY OR HIGHLIGHTS:

Financial result of PACE E-COMMERCE VENTURES LIMITED (FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED) (PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED) for year ended as on March 31, 2023 is given below:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022 (₹ in Lacs except EPS)
Total revenue from operations	2,837.16	1,049.58
Other Income	3.18	4.57
Total revenue	2,840.34	1,054.15
LESS: Total Expenses except interest and depreciation	2,720.87	961.64
Profit/(Loss) Before Interest and Depreciation	119.47	92.51
(-)Interest	41.37	17.28
(-)Depreciation	2.06	1.76
Net Profit/(Loss) before exceptional items	76.04	73.47
(+)Exceptional Items	--	--
Net Profit Before prior period item & Tax	76.04	73.47
(+)Prior Period Items	--	--
(-)Tax expense	13.79	19.35
Net Profit/(Loss) for the year After Tax	62.25	54.12
Total Comprehensive Income for period	--	--
Earnings Per Share		
-Basic	0.30	0.30
-Diluted	0.30	0.30

(3) THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

The Company does not have any Subsidiary, Joint Venture or Associate Company and is mentioned in Form AOC-1, attached herewith.

(4) THE DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT:

There were no deposits invited/accepted by the Company during the financial year.

(5) DETAILS OR SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There has been no significant or material order passed by any regulatory authority impacting the going concern status and Company's operations during the financial year.



(6) INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control system is commensurate with its size, scale and complexities of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

(7) A STATEMENT THAT THE COMPANY HAS COMPLIED WITH PROVISIONS RELATING TO THE CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has complied with provisions relating to the constitution of internal complaints committee under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013.

(8) THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

(9) THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

There is no difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions.

(10) INITIAL PUBLIC OFFER AND LISTING OF EQUITY SHARES:

The Board of Directors had, in its meeting held on August 09, 2022, proposed the Initial Public Offer not exceeding 70,00,000 equity shares at such price as may be decided by the Board of Directors in consultation with the Merchant Banker. The Members of the Company had also approved the proposal of the Board of Directors in their Annual General Meeting held on August 19, 2022.

Pursuant to the authority granted by the Members of the Company, the Board of Directors appointed Interactive Financial Services Limited as Lead Manager and Bigshare Services Private Limited as Registrar to the Issue and Share Transfer Agent for the proposed Public Issue. The Company applied to BSE Limited for in-principle approval for listing its equity shares on the SME Platform of the BSE. BSE Limited has, vide its letter dated, September 21, 2022, granted its In Principle Approval to the Company and it was listed on BSE SME platform on October 20, 2022.

(11) CONVERSION OF COMPANY FROM PRIVATE TO PUBLIC COMPANY:

The Company has converted from Pace E-Commerce Ventures Private Limited to Pace E-Commerce Ventures Limited vide certificate of incorporation dated August 08, 2022.

(12) SHARE CAPITAL:

During the year under review the authorized capital of the Company has been increased from ₹ 19,00,00,000/- (Rupees Nineteen Crores only) to ₹ 24,00,00,000/- (Rupees Twenty Five Crores only). The Paid up Share capital of the Company has been increased from ₹ 18,31,89,700/- (Rupees Eighteen Crores Thirty One Lacs Eighty Nine Thousand and Seven Hundred only) to ₹ 22,53,35,100/- (Rupees Twenty Two Crores Fifty Three Lacs Thirty Five Thousand and One Hundred only).

(13) AUDITORS AND THEIR REPORT:

-Statutory Auditors

M/s. BHARAT PARIKH & ASSOCIATES (FRN: 101241W), is appointed in casual vacancy in the Extra-ordinary General Meeting held on September 28, 2022 as the Statutory Auditor of the Company and will be appointed in the ensuing AGM of the Company who will hold the office till 2028. Consent of the Auditor has been taken for such appointment. With reference to the remarks and observation of the Statutory Auditor, the following explanations have been submitted by the board of Directors of the Company.

Qualification of Statutory Auditor:

- (i) In the audit of the current period, money raised by public offer of equity shares by the Company during the year were prima facie, applied by the Company for the proposes for which the money were raised, other than temporary deployment pending allocations of fund is parked which does not comply with the SEBI ICDR Regulation.
- (ii) The aforesaid Standalone Financial Statements comply with the AS specified under Section 133 of the Act, read with rule 7 of the companies (Accounts) rules, 2014, except accounting standards on employees' retirement benefits as detailed in Note 2 (J) of financials.

Management Reply:

- (i) This is only a temporary deployment of funds which the Company will clear in this Financial Year.
- (ii) The Company will comply with the accounting standard on employees' retirement benefits in near future to ensure the compliance with the accounting standards.

-Cost Auditors

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

-Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

the Board of Directors of the Company has appointed Mr. Dipesh Anupkumar Mistry, Practising Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2022-23.

The Report of Secretarial Auditor is enclosed to this report as “**Annexure-A**”. With the reference to the remarks and observation of Secretarial Auditor, the following explanations have been submitted by Board of Directors.

Qualification of Secretarial Auditor:

In the audit of the current period, money raised by public offer of equity shares by the Company during the year were prima facie, applied by the Company for the proposes for which the money were raised, other than temporary deployment pending allocations of fund is parked which does not comply with the SEBI ICDR Regulation.

Management Reply:

This is only a temporary deployment of funds which the Company will clear in this Financial Year.

-Internal Auditor

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s Ashish Parikh & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2022-23. Internal Audit Report was self explanatory and need no comments.

(14) PARTICULARS OF EMPLOYEES:

- Presently the Company has no employee whose details are required to be furnished under a statement giving particulars of employee under Section 134 of the Companies Act, 2013 and the rules framed there under or under The Sexual Harassment

of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

- None of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of managerial personnel) Rule, 2014.
- The Company does not have any employees with exercisable voting rights as per provisions stated under Proviso of Section 67(3) read with rule 16(4) share capital and debenture rules, 2014.

(15) FAMILIARISATION PROGRAMME:

The Company has put on induction and familiarisation Programme for all its Directors including Independent Directors.

(16) INDEPENDENT DIRECTOR MEETING:

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole was evaluated, taking into account the views of Directors and Non-Executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was discussed.

One (1) meeting of **Independent Directors was held on March 02, 2023 during the year 2022-23.**

(17) COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

Audit Committee/Nomination and Remuneration Committee/Stakeholders' Relationship Committee

-Audit Committee

Constitution and Composition of Audit Committee:

Pursuant to the provisions of Section 177(8) of the Companies Act, 2013, the Board hereby disclose the composition of the Audit Committee and details of the meetings attended by the members of the Audit Committee are given below:

Name	Designation	Status in Committee	No of Meetings held during the year	
			Held	Attended
MIHIR SOJITRA	INDEPENDENT DIRECTOR	CHAIRMAN	3	3
HARSHAL GALA	NON-EXECUTIVE DIRECTOR	MEMBER	3	3
HIRAL VAGHSIYA	INDEPENDENT DIRECTOR	MEMBER	3	3

-Stakeholder Relationship Committee:

Constitution and Composition of Stakeholder Relationship Committee

The Company has constituted the “Stakeholders Relationship Committee” and details of Meetings attended by the Directors are given below:

Name	Designation	Status in Committee	No of Meetings held during the year	
			Held	Attended
HARSHAL GALA	NON-EXECUTIVE DIRECTOR	Chairman	1	1
MIHIR SOJITRA	INDEPENDENT DIRECTOR	Member	1	1
SHAIVAL GANDHI	MANAGING DIRECTOR	Member	1	1

**-Nomination and Remuneration Committee:****Constitution and Composition of Remuneration Committee**

The Company has constituted the Remuneration Committee as per the provisions of the Section 178 of the Companies Act, 2013 with the following members:

The Composition and details of Meetings attended by the Directors are given below:

Name	Designation	Status in Committee	No of Meetings held during the year	
			Held	Attended
MIHIR SOJITRA	INDEPENDENT DIRECTOR	Chairman	1	1
HIRAL VAGHASIYA	INDEPENDENT DIRECTOR	Member	1	1
HARSHAL GALA	NON-EXECUTIVE DIRECTOR	Member	1	1

The Policy of nomination and Remuneration committee has been place on the website of the Company at www.cotandcandy.com and the salient features of the same has been disclosed under "**Annexure-B**"

(18) VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established Vigil Mechanism system and framed Whistle Blower Policy. Whistle Blower Policy is disclosed on the website of the Company at www.cotandcandy.com.

(19) PARTICULARS OF EMPLOYEES & MANAGERIAL REMUNERATION:

Details Pertaining to Remuneration as Required under Section 197(12) Of the Companies Act, 2013 Read with Rule 5(1), 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as "**Annexure-C**".

(20) MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the companies' current working and future outlook, this report can be found of page 20 of this report.

(21) DEMATERIALISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN: INEON1L01018 has been allotted for the Company. Therefore, the matter and/or investors may keep

their shareholding in the electronic mode with their Depository Participants.

(22) CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the Company. The Code has been placed on the Company's website www.cotandcandy.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

(23) CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is listed on SME Platforms of BSE.

(24) ACKNOWLEDGEMENTS:

Your Directors thank the bankers, the various Government Agencies, Suppliers, Customers, Investors and All others for their wholehearted support during the year and looking forward to their continued support in years ahead. Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

For And On Behalf Of
PACE E-COMMERCE VENTURES LIMITED
(FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED)
(PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED)

sd/-

Mr. Shaival Dharmendra Gandhi
Managing Director
DIN: 02883899

Date: September 05, 2023

Place: Pune

Registered Office: Anugrah Bunglow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra - 411045, India.

Form AOC-1

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

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

PART A: SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in ₹)

1. Sr. No.: NA
2. Name of the subsidiary: NA
3. The date since when subsidiary was acquired: NA
4. Reporting period for the subsidiary concerned, if different from the holding Company's reporting period.: NA
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries: NA
6. Share capital: NA
7. Reserves and surplus: NA
8. Total assets: NA
9. Total Liabilities: NA
10. Investments: NA
11. Turnover: NA
12. Profit before taxation: NA
13. Provision for taxation: NA
14. Profit after taxation: NA
15. Proposed Dividend: NA
16. Extent of shareholding (in percentage): NA

Notes: The following information shall be furnished at the end of the statement: NA

1. Names of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year: NA

PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1. Latest audited Balance sheet: NA
2. Date on which the Associate or Joint Venture was associated or acquired: NA
3. Shares of Associate or Joint Ventures held by the Company: NA
4. Description of how there is a significant influence: NA
5. Reason why the associate/Joint ventures not consolidated: NA
6. Profit or loss of the year: NA

Notes:

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.



Form AOC-2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

1. Name(s) of the related party and nature of relationship	
2. Nature of contracts/arrangements/transactions	
3. Duration of the contracts/arrangements/transactions	
4. Salient terms of the contracts or arrangements or transactions including the value, if any	
5. Justification for entering into such contracts or arrangements or transactions	
6. date(s) of approval by the Board	
7. Amount paid as advances, if any	
8. Date on which the special resolution was passed	
9. Amount paid as advances, if any	
10. Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

There were no transactions or arrangements which were not at Arm's Length Basis

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Amounts (in Lacs)	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s)of approval by the Board	Amount paid as an advance, if any
Wigglewink Ventures Private Limited (Sister Concern)	Sales	0.59/-	On Going	--	13/05/2022	--
Fairplay Hub (Interested Entity)	Sales	0.22/-	On Going	--	13/05/2022	--
Fairplay Hub (Interested Entity)	Purchase	892.03/-	On Going	--	13/05/2022	--

Annexure-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

PACE E-COMMERCE VENTURES LIMITED

CIN: U51909PN2015PLC156068

Anugrah Bungalow, Street 4, Pallod Farms II,
Shambhu Vihar Society, Nankude Vesti,
Aundh, Pune, Maharashtra-411045, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **PACE E-COMMERCE VENTURES LIMITED** (CIN: U51909PN2015PLC156068) and having its registered office at Anugrah Bungalow, Street4, Pallod Farms II, Shambhu Vihar Society, Nankude Vesti, Aundh, Pune, Maharashtra-411045, India (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the audit period)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

- (vi) There are no laws that are specifically applicable to the Company based on their sector/industry.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India;
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; as per applicability.



During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except money raised by public offer of equity shares by the Company during the year were *prima facie*, applied by the Company for the proposes for which the money were raised, other than temporary deployment pending allocations of fund is parked which does not comply with the SEBI ICDR Regulation.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried through majority while the dissenting Directors/members' views are captured and recorded as per Company policy. However, there were no dissenting Directors/members' views noticed in the minutes of general meeting/board minutes for the reporting period.

Following specific events took place during the reporting period:

During the year under the review, The Board of Directors had, in its meeting held on August 09, 2022, proposed the Initial Public Offer not exceeding 70,00,000 equity shares at such price as may be decided by the Board of Directors in consultation with the Merchant Banker. The Members of the Company had also approved the proposal of the Board of Directors in their Annual General Meeting held on August 19, 2022.

Pursuant to the authority granted by the Members of the Company, the Board of Directors appointed Interactive Financial Services Limited as Lead Manager and Big share Services Private Limited as Registrar to the Issue and Share Transfer Agent for the purpose of Public Issue. The Company applied to BSE Limited for in principle approval for listing its equity shares on the SME Platform of the BSE Limited. BSE Limited has, vide its letter dated, September 21, 2022, granted its in principle approval to the Company and it was listed on BSE SME platform on October 20, 2022 after allotment of 40,00,000 equity shares of ₹ 10/- each at the issue price of ₹ 103/- in the board meeting dated October 18, 2022.

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

Note: This report is to be read with our letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

Date: August 17, 2023

Place: Surat

sd/-

Dipesh A. Mistry

Practicing Company Secretary

M.No. ACS 34755

COP No. 15787

UDIN: A034755E000812103

ANNEXURE-I

To,
The Members,
PACE E-COMMERCE VENTURES LIMITED
CIN: U51909PN2015PLC156068
Anugrah Bunglow, Street 4, Pallod Farms II,
Shambhu Vihar Society, Nankude Vasti,
Aundh, Pune, Maharashtra-411045, India.

Our report of even date is to read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future of the effectiveness with which the management has conducted the affairs of the Company.

sd/-

Dipesh A. Mistry

Practicing Company Secretary

M. No. ACS 34755

COP No. 15787

UDIN: A034755E000812103

Date: August 17, 2023

Place: Surat



Annexure-B

Policy of Nomination and Remuneration Committee of the Company

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated.

OBJECTIVE AND PURPOSE OF THE POLICY:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee.

Definitions

- **Board** means Board of Directors of the Company.
- **Directors** means Directors of the Company.
- **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- **Company** means **Pace E-commerce Ventures Limited**
- **Independent Director** means a Director referred to in Section 149(6) of the Companies Act, 2013.
- **Key Managerial Personnel (KMP)** means:
 - (i) Executive Chairman and/or Managing Director;
 - (ii) Whole-Time Director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary/Compliance Officer;
 - (v) Such other officer as may be prescribed under the applicable statutory provisions/regulations.

- Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO), if any, of any unit/division or Vice President, if any, of any unit/division of the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to:

- Directors (Executive and Non-Executive);
- Key Managerial Personnel;
- Senior Management Personnel.

General

This Policy is divided in three parts:

1. Part – A covers the matters to be dealt with and recommended by the Committee to the Board;
2. Part – B covers the appointment and nomination; and
3. Part – C covers remuneration and perquisites etc.

Part – A

Matters to be Dealt with, Perused and Recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Part – B

Policy For Appointment And Removal Of Director, Kmp And Senior Management

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Whole-Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/Tenure:

1. Managing Director/Whole-Time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five years consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Part – C

Policy Relating to the Remuneration for the Whole-Time Director, KMP and Senior Management Personnel

General:

1. The remuneration/compensation/commission etc. to the Whole-Time Director, KMP and Senior Management

Personnel will be determined by the Committee based on the performance, experience and expertise and will be recommended to the Board for its approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to the Whole-Time Director shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under.
3. Increments to the existing remuneration/compensation structure, based on the performance may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-Time Director.
4. Where any insurance is taken by the Company on behalf of its Whole-Time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration. Remuneration to Whole-Time/Executive/Managing Director, KMP and Senior Management Personnel:

1. Fixed pay:

The Whole-Time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Whole-Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of



such sum refundable to it unless permitted by the Central Government. Remuneration to Non-Executive/Independent Director:

a) **Remuneration/Commission:**

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under.

b) **Sitting Fees:**

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such

fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

d) **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

Annexure-C

Disclosures Pursuant to Section 197(12) of The Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

1. INFORMATION AS PER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

a. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No	Name of Director	Designation	Ratio of Remuneration of each Director/to median remuneration of employees
1	Shaival Dharmendra Gandhi	Managing Director and CFO (KMP)	1.58:1

b. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No	Name of Director & KMPs	Designation	Nature of Payment	Percentage Increase in the Remuneration (%) in F.Y. 2022-23
1	Shaival Dharmendra Gandhi	Managing Director and CFO (KMP)	Remuneration	NA*
2	Harshal Chandrakant Gala	Non-Executive Director	--	--
3	Nikita Pediwal	Company Secretary	Salary	No change

*Shaival Dharmendra Gandhi was appointed as Managing Director and CFO w.e.f. 19/08/2022 and 09/08/2022 respectively. This being first year, the % increase in the remuneration couldnot be compared from last year

c. The percentage increase in the median remuneration of employees in the financial year:

There is 34.83% change in the median remuneration of employees during the financial year 2022-23 as compared to previous financial year 2021-22. As on March 31, 2023, there were a total of 09 employees on the payroll of the Company.

d. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is change in the average salaries of the employees due to increase in the number of employees on the payroll of the Company and there is no change in the average salaries of the during the financial year 2022-23.

2. INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014. The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.



CEO/CFO certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Shaival Dharmendra Gandhi, Managing Director and Chief Financial Officer of Pace E-Commerce Ventures Limited (Formerly known as Pace E-Commerce Ventures Private Limited) (Previously known as Pace Sports And Entertainment Private Limited), to the best of our knowledge and belief, certify that:

I have reviewed financial statements and the cash flow statement of Pace E-Commerce Ventures Limited (Formerly known as Pace E-Commerce Ventures Private Limited) (Previously known as Pace Sports And Entertainment Private Limited) for the year ended March 31, 2023 and to the best of our knowledge and belief:

- I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
 - 1. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
 - 2. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
 - 3. We have indicated to the auditors and the Audit committee:
 - a. That there are no significant changes in internal control over financial reporting during the year;
 - b. That there are no significant changes in accounting policies during the year;
 - c. That there are no instances of significant fraud of which we have become aware.

For And on Behalf of

PACE E-COMMERCE VENTURES LIMITED

(FORMERLY KNOWN AS PACE E-COMMERCE VENTURES PRIVATE LIMITED)
(PREVIOUSLY KNOWN AS PACE SPORTS AND ENTERTAINMENT PRIVATE LIMITED)

sd/-

Mr. Shaival Dharmendra Gandhi

Managing Director and Chief Financial Officer
DIN: 02883899

Date: September 05, 2023
Place: Pune

Registered Office: Anugrah Bungalow, Street 4, Pallod Farms II, Shambhu Vihar Society, Nankude Vasti, Aundh, Pune, Maharashtra - 411045, India.

Independent Auditor's Report

To
The Members of
M/s. Pace E-Commerce Ventures Limited.

Report on the Standalone Financial Statements

OPINION:

We have audited the accompanying Standalone Financial Statements of Pace E-Commerce Ventures Limited (CIN: U51909PN2015PLC156068), which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit & loss statement and its cash flows for the year ended on that date.

BASIS FOR OPINION:

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provision of the Companies Act, 2013 and Rules made there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements. In our opinion and to the best of our knowledge, information and according to the explanations given to us, subject to the confirmation of Debtors, creditors, Loans and advance, noncompliance of various Government Guidelines, the aforesaid Standalone Financial Statements which comprise of the Balance Sheet, the statement of profit and loss and cash flow statement give the information required by the Act in the manner so required, give a true & fair view in the conformity with the accounting principles generally accepted in India:

KEY AUDIT MATTERS:

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial

Statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, money raised by public offer of equity shares by the company during the year were *prima facie*, applied by the company for the proposes for which the money were raised, other than temporary deployment pending allocations of fund is parked which does not comply with the SEBI ICDR Regulation, we does not have observed any key audit matters required to be reported separately,

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON:

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the company's annual report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,



implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statement, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENT:

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether

a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit). In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the AS specified under Section 133 of the Act, read with rule 7 of the companies (Accounts) rules, 2014, except accounting standards on employees' retirement benefits as detailed in Note 2 (J) of financials.
- (e) On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
- (f) In our opinion, the Company has, in all material respects, no adequate internal financial controls system with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, as amended in our opinion and to the best of our information and according to the explanation given to us
- I) The Company has disclosed the impact of pending litigation on its financial position in its Standalone Financial Statements.
- II) The Company did not have any long-term contracts including derivative contracts for which they were any material foreseeable losses under the applicable law or accounting standards.
- III) There has been no delay in transferring amounts if applicable, required to be transferred, to the Investor Education and Protection Fund by the Company.
- IV) a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, other than as disclose in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- V) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

For **Bharat Parikh & Associates**
 Chartered Accountants
 Firm Registration No. 101241W

CA Bharat Parikh
 Sr. Managing Partner
 Membership No.038204
 UDIN: 23038204BGXCBC6171

Place: Pune
Date: 27.05.2023



Annexure-A

To the Independent Auditor's Report:

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Standalone Financial Statements of the Company for the year ended March 31, 2023, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- (b) A major portion of the assets has been physically verified by the management in accordance with a phased program of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
- (c) We have inspected the original title deeds of the company disclosed in the Standalone Financial Statement of the company and held as Property, Plant and Equipment or as investment property or as PPE retired from active use and held for disposal which are in the custody of the company. We have obtained third party confirmation in respect of title deeds of immovable properties of the company which are in the custody of third parties such as mortgagees. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company disclosed in the Standalone Financial Statement of the company and held as property, plant and equipment or as investment property or as PPE retired from active use and held for disposal are held in the name of the company. However, we express no opinion on the title of the company to these properties.
- (d) As informed to us the company has not revalued its PPE, (including Right of use assets or intangible assets during the year)
- (e) According to the information and explanations given to us, no proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) In our opinion and according to information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals with appropriate coverage and procedures of such verification by the management and no material discrepancies were noticed on physical verification of inventory.
- (b) According to the information and explanations given to us and records examined by us, the Company has not been sanctioned working capital limits in excess of five crore rupees.

Accordingly, reporting under clause 3 (ii)(b) of the Order is not applicable to the Company;

- (iii) (a) In our opinion and according to the information provided to us the company has made investments and provided guarantees and granted unsecured loans or advances in the nature of loans as specified below:

Nature	Aggregate amount during the year	Balance outstanding as on 31.03.2023
Loan to Associate	1,71,68,017	1,05,11,728
Loan to Other	Nil	Nil

- (b) In our opinion and according to the information and explanations given to us, the terms and conditions of all loan provided are prejudicial to the interest of the company.
- (c) In our opinion and according to the information and explanations given to us, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments or receipts are regular.
- (d) In our opinion and according to the information and explanations given to us, the amount is not overdue, on the above loan, hence this clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Company Act 2013.
- (v) In our opinion and as explained to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
- (vi) According to the information and explanation given to us, the Company has maintained Cost Records prescribed by the Central Government pursuant to Section 148 (1) of the Companies Act, 2013. We have broadly viewed the books of accounts maintained by the company pursuant to the rules prescribed by the central government for maintenance of cost records under section 148(1) of the Companies Act, 2013. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess

and other material statutory dues have been generally regular deposited during the year by the company with the appropriated. As explained to us, the company did not have any dues on account of duty of excise.

- (b) According to the information and explanations given to us, there is no undisputed amounts payable for a period of more than six months from the date they became payable.
- (c) the disputed statutory dues, which have not been deposited with the appropriate authorities are as under:

Name of Statute	Nature of Dues	Forum where the Dispute Pending	Period to which amount relates	Total Amount ₹ In Lacs)
NIL	NIL	NIL	NIL	NIL
(viii)	The Company does not have any transactions not recorded in the books and surrendered or disclosed in income-tax assessment. Hence, clause (viii) is not applicable.			
(ix) (a)	The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government, or dues to debentures holder.			
(b)	According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.			
(c)	According to the information and explanation given to us and based on our audit procedures, we report that company does have term loan from HDFC Bank and made regular repayments and term loan were applied for the purpose for which loan was obtained.			
(d)	According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment by the company.			
(e)	According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds has taken from other entities by company to meet obligations of subsidiaries, associates or JVs.			
(f)	According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no loan raised by co. On pledge of securities in subsidiaries, associates or JVs.			
(x) (a)	1. The Company had completed initial public issue (IPO) during the year by raising initial public offer of 64,59,600 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 103 per equity share including a share premium of ₹ 93 per equity share, the company had proposed to deploy these net proceeds towards meeting incremental working capital requirements. The equity share of the company is listed on BSE-SME Platform on 20 th October 2022. 2. The Utilization of IPO proceeds was as follows.			

(₹ In Lacs)

Objects as stated in the offer document	Projected Utilization in the offer document	Actual Utilization of Funds till March 31, 2023	Balanced amount to be utilized
Acquisition of Plant & Machinery	973.60	34.56	939.04
Long Term Working Capital Requirement	2086.00	560.51	1525.49
General Corporate purposes	1000.20	471.40	528.80
Issue related Expenses	60.00	45.55	14.45
Total	4119.80	1112.02	3007.78

Money raised by public offer of equity shares by the company during the year were prima facie, applied by the company for the proposes for which the money were raised, other than temporary deployment pending allocations of fund is parked as under which does not comply with the SEBI ICDR Regulation

- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) (a) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during our audit.
- (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- (c) As auditor, we did not receive any whistleblower complaint during the year.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company in terms of section 406 of the Companies Act, 2013. Accordingly, Clause (xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of The Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Accounting Standards.
- (xiv) The company is covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Ashish N Parikh & Co. is the internal auditor of the company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause (xv) of the Order is not applicable.
- (xvi)
 - (a) According to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
 - (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
 - (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. (d) As per the information and explanations received, the group does not have any CIC as part of the group.
- (xvii) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the Company has not incurred any cash losses in the financial year.
- (xviii) There has not been any resignation of the statutory auditor during the year
- (xix) In our opinion and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payments of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and managements plans, there is no material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations provided by the management, the company has not transferred the amount remaining unspent in respect of the other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months of the expiry of the financial year as permitted under the second proviso to sub sub-section (5) of the section 135 of the Act, has not elapsed till the date of our report.

For **Bharat Parikh & Associates**
 Chartered Accountants
 Firm Registration No. 101241W

CA Bharat Parikh
 Sr. Managing Partner
 Membership No.038204
 UDIN: 23038204BGXCBC6171

Place: Pune
Date: 27.05.2023

Annexure-B

To the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Pace E-Commerce Ventures Limited.

("the Company") as of 31st March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over

financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, the Company has no proper internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Bharat Parikh & Associates**

Chartered Accountants

Firm Registration No. 101241W

CA Bharat Parikh

Sr. Managing Partner

Membership No.038204

UDIN: 23038204BGXCBC6171

Place: Pune

Date: 27.05.2023

Balance Sheet

as at March 31, 2023

(₹ In Lacs)

Particulars	Note No.	As at 31 March, 2023	As at March 31, 2022
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	2,253.35	1,831.90
(b) Reserves and surplus	2	4,799.34	817.57
(c) Money received against share warrants		-	-
		7,052.69	2,649.47
Share application money pending allotment		-	-
Non-current liabilities			
(a) Long-term borrowings	3	239.85	92.74
(b) Deferred tax liabilities (net)			
(c) Other Long-term Liabilities	4	1.67	220.98
(d) Long-term provisions		-	-
		241.52	313.72
Current liabilities			
(a) Short-term borrowings	5	100.98	48.77
(b) Trade payables	6		
(i) For Micro and Small Enterprise		-	-
(ii) Other than Micro and Small Enterprise		49.65	194.37
(c) Other current liabilities	7	34.58	13.34
(d) Short-term provisions	8	22.42	22.07
		207.63	278.55
TOTAL		7,501.84	3,241.73
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	9		
(i) Tangible assets		20.74	5.12
(ii) Intangible assets		2,250.00	2,250.00
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		16.87	-
(v) Fixed assets held for sale		-	-
		2,287.61	2,255.12
(b) Non-current investments	10	3,088.09	1.29
(c) Deferred tax assets (net)		0.40	0.48
(d) Long-term loans and advances	11	518.21	317.47
(e) Other Non-current assets		-	-
		5,894.31	2,574.36
Current assets			
(a) Current investments		-	-
(b) Inventories	12	155.50	191.77
(c) Trade receivables	13	846.14	281.10
(d) Cash and cash equivalents	14	63.65	13.88
(e) Short-term loans and advances	15	542.24	180.62
(f) Other current assets		-	-
		1,607.53	667.37
TOTAL		7,501.84	3,241.73

Accounting Policies & Notes on Accounts
As per our report on even date attached

For **Bharat Parikh & Associates**

Chartered Accountants

FRN: 101241W

Peer Review Certificate No: 014390

CA Bharat Parikh

Sr. Managing Partner

Membership No: 038204

UDIN: 23038204BGXCBC6171

Place: Pune

Date: 27.05.2023

CS Nikita Pediwal
Company Secretary

PAN: CPIPP0202E

Date: 27.05.2023

Place: Pune

Shaival D Gandhi
Managing Director

DIN: 02883899

Date: 27.05.2023

Place: Pune

Harshal Gala
Director

DIN: 09539871

Date: 27.05.2023

Place: Pune



Statement of Profit and Loss

For the Year Ended on March 31, 2023

(₹ In Lacs)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
Income			
I Revenue from operations	16	2,837.16	1,049.58
II Other income	17	3.18	4.57
III Total Income		2,840.34	1,054.15
IV Expenses			
(a) Cost of materials consumed			
(b) Purchases of stock-in-trade	18	2,554.81	947.46
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	36.27	(81.43)
(d) Employee benefits expense	20	19.83	15.74
(e) Finance costs	21	56.24	21.59
(f) Depreciation and amortisation expense		2.06	1.76
(g) Administrative, Selling & Distribution Expenses	22	95.09	75.56
Total expenses		2,764.30	980.68
V Profit/(Loss) before exceptional and extraordinary items and tax		76.04	73.47
VI Exceptional items			
Extraordinary items		0.00	0.00
VII Profit/(Loss) before tax		76.04	73.47
VIII Tax expense:			
(a) Current tax expense		13.71	19.50
(b) Deferred tax		0.08	(0.15)
(c) Short/Excess Provision of tax		0.00	0.00
IX Profit/(Loss) for the year		62.25	54.12
X Paid up equity share capital (face value of ₹ 10)		2,253.35	1,831.90
XI Reserve excluding Revaluation Reserve as per Balance sheet of previous accounting year		4,799.34	817.57
XII Earnings per equity share of face value of ₹ 10/- each			
Basic (₹)		0.30	0.30
Diluted (₹)		0.30	0.30

As per our Report on Even date attached

For **Bharat Parikh & Associates**

Chartered Accountants

FRN: 101241W

Peer Review Certificate No: 014390

CA Bharat Parikh

Sr. Managing Partner

Membership No: 038204

UDIN: 23038204BGXCBC6171

Place: Pune

Date: 27.05.2023

For and Behalf of Board of Directors of

Pace E-Commerce Ventures Limited

CIN: U51909PN2015PTC156068

CS Nikita Pediwal
Company Secretary

PAN: CPIPP0202E

Date: 27.05.2023

Place: Pune

Shaival D Gandhi
Managing Director

DIN: 02883899

Date: 27.05.2023

Place: Pune

Harshal Gala
Director

DIN: 09539871

Date: 27.05.2023

Place: Pune

Statement of Cash Flow

For the Year Ended March 31, 2023

(₹ In Lacs)

Particulars	March 31, 2023		March 31, 2022	
	₹	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS		76.04		73.46
ADJUSTMENT FOR:				
DEPRECIATION	2.06		1.76	
LOSS ON SALE OF FIXED ASSETS	-		-	
INTEREST PAID	46.04		18.03	
INTEREST RECEIVED	-	48.10	-	19.79
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		124.14		93.25
ADJUSTMENT FOR:				
TRADE AND OTHER RECEIVABLES	(565.04)		(227.42)	
INVENTORIES	36.27		(81.43)	
LONG TERM LOANS AND ADVANCES	(200.74)		(2.36)	
SHORT TERM LOANS AND ADVANCES	(361.62)		(143.58)	
SHORT TERM BORROWING	52.21		15.65	
NON CURRENT INVESTMENT	(3,086.80)		-	
OTHER CURRENT LIABILITIES	21.24		(3.82)	-
SHORT TERM PROVISIONS	0.35		19.54	
TRADE PAYABLES	(144.72)	(4,248.85)	120.83	(302.59)
CASH OUT FLOW FROM OPERATIONS		(4,124.71)		(209.34)
CASH OUT FLOW BEFORE EXTRAORDINARY ITEMS		(4,124.71)		(209.34)
DIRECT TAX PAID		(13.71)		(19.50)
EXTRA ORDINARY ITEMS (PRIOR YEAR'S TAX)		-		-
NET CASH OUT FLOW FROM OPERATING ACTIVITIES		-		(228.84)
B. CASH FLOW FROM INVESTING ACTIVITIES:				
PURCHASES OF SHARES	-		-	
SALE OF FIXED ASSETS	-		-	
INTEREST RECEIVED	-		-	
PURCHASES OF FIXED ASSETS	(34.56)		(2.91)	
INVESTMENTS IN FIXED DEPOSITS	-		-	
NET CASH OUT FLOW FROM INVESTING ACTIVITIES		(34.56)		(2.91)
C. CASH FLOW FROM FINANCING ACTIVITIES				
INCREASE IN SECURED LOANS	147.11		31.50	
INCREASE IN UNSECURED LOANS	-		-	
INTEREST PAID	(46.04)		(18.03)	
INCREASE IN OTHER LONG TERM BORROWINGS	(219.31)		217.88	
INCREASE IN SHARE CAPITAL	421.44		-	
INCREASE IN SHARE PREMIUM	3,919.52		-	
NET CASH FLOW IN FINANCING ACTIVITIES		4,222.73		231.35
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT		49.75		(0.41)
CASH AND CASH EQUIVALENT AS AT 31.03.2022		13.88		14.29
(OPENING CASH BALANCE)				
CASH AND CASH EQUIVALENT AS AT 31.03.2023		63.65		13.88
CLOSING CASH BALANCE		63.65		13.88

Notes to the Financial Statements

1. SHARE CAPITAL

Particulars	(₹ In Lacs)	
	March 31, 2023	March 31, 2022
Authorised Share Capital		
2,40,00,000 Equity Shares of ₹ 10/- each	2,400.00	1,900.00
(2,40,00,000 (Prev Year 1,90,00,000) of ₹ 10/- each)	2,400.00	1,900.00
Issued, Subscribed and fully paid up shares		
1,83,18,970 Subscribed and fully paid up shares of ₹ 10/- each (Issue 1,83,08,970 Shares (Prev Year of ₹ 10/- each)	1,831.90	1,831.90
42,14,540 Subscribed and fully paid up shares of ₹ 10/- each	421.45	-
Total Issued, Subscribed and fully paid up shares	2,253.35	1,831.90

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	(₹ In Lacs)			
	No.	₹	No.	₹
Equity Shares				
At the beginning of the period	183.19	1,831.90	183.19	1,831.90
Issued during the period	42.15	421.45		
Outstanding at the end of the period	225.34	2,253.35	183.19	1,831.90

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declare and pays dividend in Indian rupee.

c. Details of Shareholders holding more than 5% shares in the Company.

Name of shareholders	(₹ In Lacs)			
	No. of Shares	% of holding	No. of Shares	% of holding
Shaival Gandhi	146.46	65.00	178.36	97.36
Total	146.46	65.00	178.36	97.36

As per records of the Company, including its register of share holders/members and other declaration received from the share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

d. Details of Shareholding of Promoters:

Name of shareholders	(₹ In Lacs)			
	No. of Shares	% of holding	No. of Shares	% of holding
Shaival Gandhi	146.46	65.00	178.36	97.36
Total	146.46	65.00	178.36	97.36

2. RESERVE AND SURPLUS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Capital Reserve		
Share Premium		
Balance as per last financial statement	750.00	750.00
Addition during the year	3,919.52	-
Closing Balance	4,669.52	750.00
General Reserve		
Balance as per last financial statement	67.57	13.45
Profit for the year	62.25	54.12
Closing Balance	129.82	67.57
Total Reserves & Surplus	4,799.34	817.57

3. LONG-TERM BORROWING

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Loan from Bank & Financial Institution (Secured and Unsecured)	323.05	141.51
	323.05	141.51
Less: Current Maturity of Loans	83.20	48.77
	239.85	92.74

Installments falling due in respect of all the above term loans upto March 31, 2024 have been grouped under "Current maturities of Short-Term borrowings."

4. OTHER LONG-TERM BORROWING

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Loan From Directors, Family Member, Relatives & Others	1.67	220.98
	1.67	220.98

5. SHORT-TERM BORROWING

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Secured & Unsecured Loans		
Current Maturity of Loans	83.20	48.77
Others	17.78	-
	100.98	48.77

6. TRADE PAYABLE

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Payables for Goods		
-For Micro and Small Enterprises	-	-
-Other than Micro and Small Enterprises	49.65	194.37
	49.65	194.37

As per information given to us there were no amount overdue and remaining outstanding to small scale and/or ancillary Industrial suppliers on account of principal and/or interest as at the close of the year. Based on the information available with Company, there are no dues outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 for more than 45 days as at March 31, 2023.


Disclosure relating to aging of Trade payable for current and previous year:

Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	21.24	28.41	-	-	49.65
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total		21.24	28.41	-	-	49.65

Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	194.37	-	-	-	194.37
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total		194.37	-	-	-	194.37

7. OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Statutory Dues	15.77	2.18
Advance Received from Customer	-	0.48
Payables for expenses		
(i) Total outstanding dues of MSME	-	-
(ii) Total outstanding for Tangible assets	-	-
(iii) Total outstanding dues of creditors other than MSME	18.81	10.68
	34.58	13.34

8. SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Provision for Income Tax	13.71	19.50
Other Provisions	8.71	2.57
	22.42	22.07

9. PROPERTY, PLANT AND EQUIPMENT

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at April 01, 2022	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at March 31, 2023	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at March 31, 2023
a Tangible Assets									
Land									
Plant & Machinery	1.76	0.34	0.00	0.00	2.10	0.78	0.45	0.00	1.23
Furniture and Fixtures	6.55	0.00	0.00	0.00	6.55	2.57	0.96	0.00	3.53
Vehicles	3.34	0.00	0.00	0.00	3.34	3.34	0.00	0.00	3.34
Computer & Accessories	1.67	17.35	0.00	0.00	19.02	1.51	0.66	0.00	2.17
Total	13.32	17.69	0.00	0.00	31.01	8.20	2.07	0.00	10.27
b Intangible Assets (Intellectual Property Right)									
2250.00	0.00	0.00	0.00	2250.00	0.00	0.00	0.00	0.00	2250.00
Total	2250.00	0.00	0.00	0.00	2250.00	0.00	0.00	0.00	2250.00
c Capital Work In Progress									
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d Intangible assets under Development									
0.00	16.87	0.00	0.00	16.87	0.00	0.00	0.00	0.00	16.87
Total	2263.32	34.56	0.00	0.00	2297.88	8.20	2.07	0.00	10.27
Previous Year	2260.42	2.91	0.00	0.00	2263.33	6.45	1.76	0.00	8.21
								-	2255.12

10. NON CURRENT INVESTMENTS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Deposit (Govt. and Others)	3,088.09	1.29
	3,088.09	1.29

11. LONG TERM LOANS & ADVANCES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Balance with Statutory/Govt. Authority (GST)	23.33	3.49
Other Advances	135.99	19.39
Business Development Exp	358.89	294.59
	518.21	317.47

12. INVENTORIES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Finish goods	155.50	191.77
	155.50	191.77

13. TRADE RECEIVABLES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
(Unsecured considered good)		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	4.65
b. Other Trade receivables	846.14	276.45
Total: a + b	846.14	281.10

Disclosure relating to aging of Trade Receivable for current and previous year:

Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	840.63	5.51	-	-	846.14
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total		840.63	5.51	-	-	846.14

Outstanding for following periods from due date of payment						
Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	-	281.10	-	-	-	281.10
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-
Total		281.10	-	-	-	281.10

14. CASH AND BANK BALANCE

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Balance with Banks (Current)	56.32	3.06
Cash on Hand	7.33	10.82
	63.65	13.88

15. SHORT TERM LOANS & ADVANCES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Other Receivable	62.31	24.86
Balance with Statutory/Govt.Authority (TDS & Others)	4.75	2.13
Advance to Creditors	90.00	78.38
Advance for Capital	382.39	70.00
Advance to Staff	2.79	5.25
	542.24	180.62

16. REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Sales of Products		
Finished Goods (Net of Returns, Rebate & Discount)	2,491.16	1,049.58
Finished Goods (Unbilled Income)	346.00	-
Revenue from Operations	2,837.16	1,049.58

17. OTHER INCOME

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Other Income	0.04	4.57
Interest Income	3.14	-
	3.18	4.57

18. PURCHASES OF TRADE GOODS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Purchaseof Goods	2,548.62	925.72
Direct Expenses	6.19	21.74
	2,554.81	947.46

19. (INCREASE)/DECREASE IN INVENTORIES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Inventories at the end of the year		
Finished Goods	155.50	191.77
	155.50	191.77

**19. (INCREASE)/DECREASE IN INVENTORIES** (Contd.)

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Inventories at the beginning of the year		
Finished Goods	191.77	110.34
	191.77	110.34
Net (Increase)/decrease	36.27	(81.43)

20. EMPLOYEE BENEFIT EXPENSES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Salary & Wages Expenses	19.72	15.74
P.F, ESI and Other charges	0.11	-
	19.83	15.74

21. FINANCE COSTS

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Bank Commission & other Charges	0.99	0.10
Loan Processing Charges	9.21	3.46
Bank Overdraft Interest	4.67	0.75
Interest on Loan	41.37	17.28
	56.24	21.59

22. ADMINISTRATIVE, SELLING & DISTRIBUTION EXPENSES

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Transport Charges	1.83	2.03
Interest on Income Tax	6.79	0.27
Interest on TDS	0.18	0.22
Legal Fees	0.77	3.80
Membership Fees	0.29	-
IPO Exps	0.37	-
Consulting Charges	5.23	4.75
Kasar	0.53	-
Electricity Charges	0.45	0.31
Repairs & Maintenance Exps	1.47	1.22
Office Exps	2.93	0.99
Business Development Exps	18.53	14.39
Insurance Exps	0.09	0.58
Marketing, Travelling exp	-	10.75
Preliminary Exps	2.63	2.14
GST Expenses	-	4.04
Foreign Exchange Gain/(loss)	-	0.04
Petrol Exps	0.10	0.17
Printing, Stationary & Xerox Charges	0.60	0.58

22. ADMINISTRATIVE, SELLING & DISTRIBUTION EXPENSES (Contd.)

(₹ In Lacs)

Particulars	March 31, 2023	March 31, 2022
Telephone & Internet Charges	0.24	0.11
Office Rent Exps & Taxes	9.32	7.54
Advertisement & Discount Charges	9.34	3.90
Packaging Exps	-	0.31
ROYALTY	23.55	14.75
Web Development Expense	0.38	0.10
Professional Tax	-	-
Audit Fees	6.50	2.00
Travelling Exps	2.97	-
Rounding Off	0.00	-
GST Return Filing Charges	-	0.57
	95.09	75.56

23. Figures have been rounded off to nearest rupee.

24. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our opinion, except debtors, creditors, business development expenditure and legal compliance of related transactions are subject to reconciliation.

Particulars	2022-2023	2021-2022
C.I.F. value of imports	NIL	28.88
Earning in foreign currency	NIL	NIL
Expenditure in foreign currency	NIL	0.04
Foreign currency exposures that are not hedged by derivative instruments.		

25. Contingent liabilities & Commitments. NIL (Previous Year ₹ NIL).

26. Break up of expenditure incurred on employees who were in receipt of remuneration aggregating ₹ 10200000/- or more for year or ₹ 850000/- or more, per month where employed for a part of the year. NIL (Previous Year ₹ NIL).

27. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property, plant and equipment is provided over the useful lives specified under Schedule II to the Companies Act, 2013.

28. THE PROFIT AND LOSS ACCOUNT INCLUDES:

(i) Auditors Remuneration

Particulars	2022-2023	2021-2022
Audit Fees	0.50	2.00
TOTAL	0.50	2.00

(ii) Directors Remuneration

(₹ In Lacs)

Particulars	2022-2023	2021-2022
Directors Remuneration	7.50	-
TOTAL	7.50	-

29. DEFERRED TAX

Major components of deferred tax are:

(₹ In Lacs)

Particulars	2022-2023	2021-2022
Deferred Tax Liability		
Depreciation		
Deferred Tax Assets	0.40	0.48
Disallowance under the Income Tax Act, 1961		
Deferred Tax Liability/Assets (Net)	0.40	0.48

30. Disclosures in respect of related parties as defined in Accounting Standard 18, with whom transactions have taken place during the year are given below:

a. Concerns in which directors or their relatives are interested

Fairplay HUB
Skittleball Ventures
Wigglewink Ventures Private Limited

b. Directors and their relatives:

Shaival Dharmendra Gandhi

31. FOLLOWING TRANSACTIONS WERE CARRIED OUT WITH THE RELATED PARTIES IN THE ORDINARY COURSE OF BUSINESS:

Sr. No	Particulars	Directors' & Relatives	Concerns in which Directors or Relative are interested
1	Sales & other Inc.	NIL	0.81
2	Purchase & other Ser.	NIL	892.03
3	Remuneration & Salary	7.50	NIL
4	Deposit Received	NIL	NIL
5	Loans Given	NIL	105.11
6	Interest Recd.	NIL	NIL
7	Interest Paid	NIL	NIL
8	Rent Income	NIL	NIL
9	Maintenance and other Income	NIL	NIL

Note: The particulars given above have been identified on the basis of information available with the Company.

32. EARNING PER SHARE (EPS):

(₹ In Lacs except EPS)

Particulars	2022-2023	2021-2022
Profit after tax as per profit & loss Account	62.25	54.12
Number of Equity Shares	225.34	183.19
Face value ₹ 10/- each Equity Shares (Previous year ₹ 10/-)		
Basic and Diluted EPS	0.30	0.30

33. MICRO & SMALL ENTERPRISES DUES

As per information given to us there were no amount overdue and remaining outstanding to small scale and/or ancillary Industrial suppliers on account of principal and/or interest as at the close of the year. Based on the information available with Company, there are ₹ NIL outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 for more than 45 days as at March 31, 2023.

- 34.** Previous year's figures have been regrouped/rearranged wherever necessary so as to make them comparable with the figures of the current year.

35. NATURE OF BUSINESS

The Company is engaged in the business of sale of all kind of Branded/Customised & personalized products.

- 36.** Business development expenditure incurred by Shaival Gandhi and Parin Gala related to development of business and has been approved by the Board during the year and shown under long term loans and advances under Non-current assets.

Business Development expenditure written-off in 20 years started from the Financial Year 2021-2022 and the same has been approved by the Board during the year and amount charged to Profit and Loss Accounts. In current financial year also we follow the same accounting policies.

37. INTANGIBLE ASSETS

Company has not charge depreciation on Intangible Assets during the Financial Year 2022-2023 and the same has been approved by the Board during the year.

As per our Report on Even date attached

For **Bharat Parikh & Associates**

Chartered Accountants

FRN: 101241W

Peer Review Certificate No: 014390

CA Bharat Parikh

Sr. Managing Partner

Membership No: 038204

UDIN: 23038204BGXCBC6171

Place: Pune

Date: 27.05.2023

For and Behalf of Board of Directors of

Pace E-Commerce Ventures Limited

CIN: U51909PN2015PTC156068

CS Nikita Pediwal

Company Secretary

PAN: CPIPP0202E

Date: 27.05.2023

Place: Pune

Shaival D Gandhi

Managing Director

DIN: 02883899

Date: 27.05.2023

Place: Pune

Harshal Gala

Director

DIN: 09539871

Date: 27.05.2023

Place: Pune



Ratio Analysis

Sr. No	Ratio Name	Particulars	Ratio 2022-23	Ratio 2021-22	% of Variance	Remarks for variance more than 25%
1	Current Ratio (In times)	Current Assets Current Liability	7.74	2.40	223.14	This indicates that Company is able to meet its short term obligations.
2	Debt Service Coverage Ratio (In times)	EBIDTA (Interest+Repayment)	0.00	0.00	167.21	This indicates that Company is capable to taking more debts.
3	Inventory Turnover Ratio (In times)	Sales Average Inventory	18.25	5.47	233.37	This indicates that Company selling good quickly and there is considerable demand for their products.
4	Trade Payable Turnover Ratio (In times)	Net Purchase Average Trade Payable	51.46	4.87	955.64	This indicate that the Company has plenty of cash available to pay off its short-term debt in a timely manner.
5	Net Profit Ratio (In %)	Net Profit Net Sales	2.19	5.13	-57.31	This indicate that Company is more efficient at converting sales into actual profit.
6	Debt-Equity Ratio (In times)	Total Debt Total Shareholder Equity	4.58	5.34	-14.24	This indicates that Company implying greater financial risk. At the same time leverage is an important tool that Company use to grow, and many business find suitable uses for debt.
7	Return on Equity ratio (In %)	Net Income Average Shareholder's Equity	0.88	0.77	15.03	This indicates that a higher portions of the assets are financed using shareholders equity rather than borrowing money.
8	Trade Receivable Turnover Ratio (In times)	Net Sales Average Trade Receivable	3.35	3.73	-10.20	This indicates that higher portions of customers who are making their payments quickly.
9	Net Capital Turnover Ratio (In times)	Net Sales Working Capital	1.56	1.11	40.87	This indicates that Company is able to generate higher amount of sales.
10	Return on Capital Employed Ratio (In %)	EBIT Capital Employed	1.88	3.59	-47.72	This indicates that Company is efficient to use of capital.
11	Return on Investment (In %)	Refer Note Below	N.A.	N.A.	N.A.	N.A.

Note:

- 1 Return on Investment

$$\frac{(MV(T1) - MV(T0)) - \sum [C(t)]}{(MV(T0) + \sum [W(t) * C(t)])}$$

Where,
 $T1$ = End of time period

$T2$ = Beginning of time period
 T = Specific date falling between $T1$ and $T0$
 $MV(T1)$ = Market value at $T1$
 $MV(T0)$ = Market value at $T0$
 $C(t)$ = Cash inflow, Cash outflow on specific date
 $W(T)$ = Weight of net cash flow (i.e. either net inflow or outflow) on day ' T ', Calculated as $[T1 - T]/T1$

PACE

PACE E-COMMERCE VENTURES LIMITED

Registered Office:

Anugrah Bungalow, Street 4,
Pallod Farms II,
Shambhu Vihar Society,
Nankude Vasti, Aundh,
Pune – 411 045

E : info@pacesports.in
compliance@pacesports.in

Corporate Office:

C-423 Sumel Business Park – 11,
Near Namaste Circle,
Shahibaug,
Ahmedabad – 380 004